

PRAXAIR INC
Form 425
August 16, 2017
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Filed by Linde PLC

Pursuant to Rule 425 under the Securities Act of 1933

and deemed filed pursuant to Rule 14a-12

under the Securities Exchange Act of 1934

Subject Companies: Praxair, Inc.

(Commission File No.: 001-11037)

Linde AG

Commission File No. for Registration Statement on Form S-4: 333-218485

August 16, 2017

This document has neither been reviewed nor approved by the German Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) (BaFin). In connection with Linde plc s (the Bidder) voluntary takeover offer (*Freiwilliges Übernahmenangebot*) that is being made in accordance with the German Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*), the Bidder filed a German language exchange offer document with BaFin, which publication was approved by BaFin on August 14, 2017 (the Offer Document). THIS DOCUMENT IS NOT INTENDED FOR U.S. PERSONS (AS DEFINED UNDER THE U.S. SECURITIES ACT OF 1933) AND THIS DOCUMENT DOES NOT CONSTITUTE AN OFFER TO SELL ANY SECURITIES IN THE UNITED STATES OR ELSEWHERE. The final terms and further provisions regarding the public offer are disclosed in the offer document and in documents that have been filed with the SEC, which you may obtain for free on the SEC s Web site at www.sec.gov.

Additional Information and Where to Find It

In connection with the proposed business combination between Praxair, Inc. (Praxair) and Linde AG (Linde), Linde plc has filed a Registration Statement on Form S-4 (which Registration Statement was declared effective on August 14, 2017) with the U.S. Securities and Exchange Commission (SEC) that includes (1) a proxy statement of Praxair that also constitutes a prospectus for Linde plc and (2) an offering prospectus of Linde plc to be used in connection with Linde plc s offer to acquire Linde shares held by U.S. holders. The consummation of the proposed business combination is subject to regulatory approvals and other customary closing conditions.

INVESTORS AND SECURITY HOLDERS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND THE OFFER DOCUMENT REGARDING THE PROPOSED BUSINESS COMBINATION TRANSACTION AND PROPOSED OFFER BECAUSE THEY CONTAIN IMPORTANT INFORMATION. You may obtain a free copy of the proxy statement/prospectus and other related documents filed by Praxair, Linde and Linde plc with the SEC on the SEC s Web site at www.sec.gov. The proxy statement/prospectus and other documents relating thereto may also be obtained for free by accessing Praxair s Web site at www.praxair.com. The offer document is available for free at Linde plc s Web site at www.lindepraxairmerger.com. Furthermore, the German language version of the offer document is available at BaFin s Web site for free at

www.bafin.de. You may also obtain a copy of the offer document from Deutsche Bank Aktiengesellschaft, Taunusanlage 12, 60325 Frankfurt am Main, Germany for distribution free of charge (also available from Deutsche Bank Aktiengesellschaft via e-mail to dct.tender-offers@db.com or by telefax to +49 69 910 38794).

This document is neither an offer to purchase nor a solicitation of an offer to sell shares of Linde plc, Praxair or Linde. No money, securities or other consideration is being solicited, and, if sent in response to the information contained herein, will not be accepted. The information contained herein should not be considered as a recommendation that any person should subscribe for or purchase any securities.

No offering of securities shall be made except by means of a prospectus meeting the requirements of the U.S. Securities Act of 1933, as amended, and applicable European and German regulations. The distribution of this document may be restricted by law in certain jurisdictions and persons into whose possession any document or other information referred to herein come should inform themselves about and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Subject to the exceptions described in the offer document and to any exceptions potentially granted by the respective regulatory authorities, no offering of securities will be made directly or indirectly in any jurisdiction where to do so would be a violation of the respective national laws.

Participants in Solicitation

Praxair, Linde, Linde plc and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from Praxair's stockholders in respect of the proposed business combination. Information regarding the persons who are, under the rules of the SEC, participants in the solicitation of the stockholders of Praxair in connection with the proposed transaction, including a description of their direct or indirect interests, by security holdings or otherwise, are set forth in the proxy statement/prospectus filed with the SEC. Information regarding the directors and executive officers of Praxair is contained in Praxair's Annual Report on Form 10-K for the year ended December 31, 2016 and its Proxy Statement on Schedule 14A, dated March 15, 2017, which are filed with the SEC and can be obtained free of charge from the sources indicated above.

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Please note that this translation of the German offer document is for convenience purposes only. It has not been and will not be reviewed or approved by the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*, the BaFin) and it does not constitute an offer under the German Securities Acquisition and Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*) or under any other law or regulation, nor does it give rise to any claims or entitlements. Linde PLC assumes no responsibility for misunderstandings or misinterpretations that may arise from or in connection with this translation or any mistakes or inaccuracies contained herein. Only the German offer document, the publication of which has been approved by BaFin, is legally valid and binding.

Mandatory Publication

in accordance with Sections 34, 14 paras. 2 and 3 German Securities Acquisition and Takeover Act

(*Wertpapiererwerbs- und Übernahmegesetz*)

Shareholders of Linde Aktiengesellschaft, particularly shareholders with a place of residence, registered office or habitual abode outside of Germany, should pay particular attention to Section 1, Section 5.5, Section 13.3(13) and Section 13.9 of this offer document.

LINDE PUBLIC LIMITED COMPANY

OFFER DOCUMENT

Voluntary Public Takeover Offer

(Exchange Offer)

by

Linde Public Limited Company

The Priestley Centre, 10 Priestley Road, The Surrey Research Park, Guildford, Surrey GU2 7XY

United Kingdom

to the shareholders of

Linde Aktiengesellschaft

Klosterhofstraße 1, 80331 Munich

Germany

to acquire all ordinary bearer shares of Linde Aktiengesellschaft

without par value for

1.540 ordinary shares of Linde Public Limited Company

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for

each tendered share of Linde Aktiengesellschaft

Acceptance Period:

August 15, 2017 to October 24, 2017, at 24:00 hours (Central European Time)

Linde Aktiengesellschaft Shares: ISIN DE0006483001

Tendered Linde Aktiengesellschaft Shares: ISIN DE000A2E4L75

Linde PLC Shares: ISIN IE00BZ12WP82

Neither the U.S. Securities and Exchange Commission nor any U.S. state securities commission or regulatory authority has approved or disapproved of the securities to be issued in connection with the business combination or passed upon the adequacy or accuracy of this document. Any representation to the contrary is a criminal offense under U.S. law.

Information about the exchange offer is contained in this offer document, which we urge you to read. In particular, see **Risk Factors beginning on page 1 in Annex 3 of this document.**

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This offer document (the **Offer Document**) describes the voluntary public takeover offer in the form of an exchange offer (the **Exchange Offer**) made by Linde Public Limited Company, registered under the laws of Ireland and with its registered office at Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland and principal executive offices at The Priestley Centre, 10 Priestley Road, The Surrey Research Park, Guildford, Surrey GU2 7XY, United Kingdom (**Linde PLC** or the **Bidder**), and, together with its subsidiaries as of the date hereof, the **Linde PLC Group** and the ordinary shares of Linde PLC with the International Securities Identification Number (**ISIN**) IE00BZ12WP82 the **Linde PLC Shares**), to acquire all ordinary bearer shares without par value, (*auf den Inhaber lautende Stückaktien ohne Nennbetrag*) of Linde Aktiengesellschaft with the ISIN DE0006483001, each representing a pro-rata amount of the share capital of EUR 2.56 and each with full dividend rights and all ancillary rights associated therewith (the **Linde Shares**) to the shareholders of Linde Aktiengesellschaft, with its registered office in Munich, registered with the commercial register (*Handelsregister*) of the local court of Munich under registration number HRB 169850 (**Linde**), and together with its subsidiaries and affiliated companies the **Linde Group** , the shareholders of Linde, the **Linde Shareholders**).

The Exchange Offer is a voluntary public offer to acquire securities pursuant to the German Takeover Act (*Wertpapiererwerbs- und Übernahmegesetz*, the **Takeover Act**) in conjunction with the German Regulation on the Content of the Offer Document, Consideration for Exchange Offers and Mandatory Offers and the Release from the Obligation to Publish and Issue an Offer (*Verordnung über den Inhalt der Angebotsunterlage, die Gegenleistung bei Übernahmeangeboten und Pflichtangeboten und die Befreiung von der Verpflichtung zur Veröffentlichung und zur Abgabe eines Angebots WpÜG-Angebotsverordnung*, the **Takeover Offer Regulation**). The Exchange Offer is exclusively carried out in accordance with German law and applicable provisions of the securities laws of the United States of America (the **United States**), including the U.S. Securities Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder (the **Exchange Act**) and the U.S. Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder (the **Securities Act**).

Pursuant to applicable U.S. securities laws, including Section 5 of the Securities Act, and Rule 145 thereunder, in the United States, the Bidder is required to file with the U.S. Securities and Exchange Commission (the **SEC**) a registration statement on Form S-4 (the **Registration Statement**) with respect to the Linde PLC Shares to be issued in the Exchange Offer (the **Linde PLC Offer Shares**) and the Merger (as defined in Section 8.1.1). The SEC must declare the Registration Statement effective prior to the expiration of the Acceptance Period (as defined in Section 4.2). Once the Bidder has satisfactorily addressed all SEC comments in amendments to the Registration Statement, the Bidder will request that the SEC declares the Registration Statement effective. The Linde PLC Shares will be admitted to trading on the New York Stock Exchange (the **NYSE**) and on the Frankfurt Stock Exchange (*Frankfurter Wertpapierbörse*) (the **Frankfurt Stock Exchange**). On the basis of the early commencement rule contained in Rule 162(a) of the Securities Act, the Bidder may begin the Exchange Offer pursuant to a preliminary prospectus filed with the SEC prior to the effectiveness of the Registration Statement.

Annex 3 contains information according to Section 2 no. 2 of the Takeover Offer Regulation in conjunction with Section 7 German Securities Prospectus Act (*Wertpapierprospektgesetz*, the **Securities Prospectus Act**) and the Commission Regulation (EC) No 809/2004 of April 29, 2004 implementing Directive (EC) 2003/71 of the European Parliament and of the European Council with regards to information contained in prospectuses as well as the format, incorporation by reference and

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publication of such prospectuses and dissemination of advertisements (the **EU Prospectus Regulation**). Pursuant to German law the information provided in **Annex 3** is regarded to be equivalent to that of a prospectus. **Annex 3** forms part of this Offer Document and should be read together with the main part of this Offer Document.

With the exception of **Annex 1** (Persons acting jointly with the Bidder), **Annex 2** (Subsidiaries of Linde as of August 7, 2017) and **Annex 3** (Section 2 no. 2 of the Takeover Offer Regulation in conjunction with Section 7 Securities Prospectus Act), there are no further documents that form part of this Offer Document.

With the Exchange Offer, the Bidder is not making any public offer pursuant to any laws other than the laws of Germany and the laws of the United States. Consequently, no other announcements have been made in respect of this Offer Document and/or the Exchange Offer outside of Germany or the United States, unless required by mandatory law (with respect to the publication and dissemination of the Offer Document please refer to Section 1.5), and no other registrations, permissions or approvals have been applied for or granted. As a result, the Linde Shareholders cannot rely upon the application of foreign laws for investor protection.

1.2 Special information for Linde Shareholders whose place of residence, seat or habitual abode is in the United States

The Exchange Offer is being made in the United States in reliance on, and in compliance with, applicable provisions of Section 14(e) and Regulation 14E of the Exchange Act, as modified by Rule 14d-1(d) thereunder. The Exchange Offer is an offer to acquire shares of a publicly listed German company and is subject to the legal provisions of Germany regarding the implementation and disclosure requirements for such an offer which differ substantially from the corresponding legal provisions of the United States. For example, certain financial information in this Offer Document has been prepared in accordance with International Financial Reporting Standards as adopted by the European Union (the **IFRS**) and may therefore not be comparable to financial information relating to U.S. companies and other companies whose financial information is prepared in accordance with the Generally Accepted Accounting Principles of the United States (the **U.S. GAAP**) or with International Financial Reporting Standards as adopted by the International Accounting Standards Board. Furthermore, the payment and settlement procedure with respect to the Exchange Offer will comply with the German rules which differ from payment and settlement procedures customary in the United States.

1.3 Publication of the decision to launch the Exchange Offer

On June 1, 2017, the Bidder published its decision to launch the Exchange Offer pursuant to Section 10 para. 1 sentence 1 Takeover Act. The referenced publication of the Bidder is available on the internet at <http://www.lindepraxairmerger.com>.

1.4 Review of the Offer Document by BaFin

The German Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht*) (the **BaFin**) has reviewed this Offer Document in the German language and has approved its publication on August 14, 2017. The non-binding English translation has not been subject to review by BaFin. No other documents form part of the Exchange Offer.

The Exchange Offer is exclusively carried out in accordance with German law and certain applicable provisions of the securities laws of the United States (see Section 1.1). Registrations, admissions or approvals of this Offer Document and/or the Exchange Offer under any other laws have not been made so far and are not intended.

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1.5 Publication and dissemination of this Offer Document

The Bidder has published this Offer Document in German in accordance with Sections 34, 14 paras. 2 and 3 Takeover Act on August 15, 2017, by (i) making an announcement on the internet at <http://www.lindepraxairmerger.com>, and (ii) keeping copies available for distribution free of charge for all Linde Shareholders through Deutsche Bank Aktiengesellschaft (inquiries regarding this Offer Document should be directed by mail to Taunusanlage 12, 60325 Frankfurt am Main, by facsimile at +49 69 91038794 or by email at dct.tender-offers@db.com) (the **Settlement Agent**). The Bidder has provided a non-binding English translation of the Offer Document to the Linde Shareholders in the same way. Only the German Offer Document, the publication of which has been approved by BaFin on August 14, 2017, has binding effect for the Exchange Offer.

The announcement pursuant to Section 14 para. 3 sentence 1 no. 2 Takeover Act, regarding the availability of this Offer Document through the Settlement Agent for distribution free of charge and the internet address under which this Offer Document is published, was published by the Bidder in the German Federal Gazette (*Bundesanzeiger*) on August 15, 2017.

As soon as practicable after the publication of the Offer Document, a non-binding English translation of this Offer Document will be made available electronically through the SEC's Electronic Data Gathering, Analysis and Retrieval (**EDGAR**) system. The non-binding English translation of this Offer Document can be located on the EDGAR system at <http://www.sec.gov/edgar/searchedgar/companysearch.html>. On this website, search for Linde PLC under company name . The non-binding English translation of this Offer Document will also be available on the internet at <http://www.lindepraxairmerger.com>. In addition, the Settlement Agent keeps the non-binding English translation of the Offer Document for distribution free of charge upon request.

In addition, Linde Shareholders can obtain upon request, free of charge, the non-binding English translation of this Offer Document either through the aforementioned internet address or by contacting the Settlement Agent using the aforementioned contact details. The Bidder will also announce by way of an English language press release in the United States where copies of the non-binding English translation of the Offer Document will be available free of charge and at which internet address this Offer Document is published.

The aforementioned publications serve the purpose of complying with the mandatory provisions of the Takeover Act and of complying with the Securities Act and the Exchange Act. In addition, in the United States, the Bidder has filed the Registration Statement that includes a U.S. prospectus of the Bidder to be used in connection with the exchange offer made to Linde Shareholders in the United States. After the Registration Statement is declared effective by the SEC, the prospectus will be available electronically through the EDGAR system at <http://www.sec.gov/edgar/searchedgar/companysearch.html> under the company name Linde PLC .

Except as set forth above, no publications of this Offer Document are intended.

This Offer Document has been prepared without taking into account any particular person's objectives, financial situation or needs. Therefore, Linde Shareholders should, before acting based on the information contained in this Offer Document, consider such information with regard to their personal objectives, financial situation and needs as well as individual tax situation.

The Exchange Offer and this Offer Document shall not constitute the publication of an offer or an advertisement of an offer pursuant to laws and regulations of jurisdictions other than those of Germany and the United States. In particular, this Offer Document, or any summary or excerpt thereof, shall not be directly or indirectly distributed, disseminated or circulated outside of Germany or the United States or, without requiring a prospectus within the meaning of the EU Prospectus Regulation due to a public offer in other member states of the European Union or the

European Economic Area, the European Union or the European Economic Area, if and to the extent such distribution, dissemination or circulation is not in compliance with applicable foreign regulations, or depends on the issuance of authorizations, compliance

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with official procedures or any other legal requirements, and such conditions are not satisfied. The Bidder has not approved the publication, sending, distribution or dissemination of the Offer Document or other documents associated with the Exchange Offer by third parties outside of Germany or the United States. The Bidder is not responsible for ensuring that the publication, distribution, dissemination or circulation of this Offer Document outside of Germany and the United States is consistent with the provisions of legal systems other than those of Germany and the United States.

The Bidder makes this Offer Document available, upon request, to the respective custodian securities services companies that hold custody of the Linde Shares (each, a **Custodian Bank**) for distribution to the Linde Shareholders with domicile, registered office or habitual abode in Germany or the United States or, without requiring any public offer related prospectus within the meaning of the EU Prospectus Regulation in other member states of the European Union or the European Economic Area, or the European Union or the European Economic Area. The Custodian Banks may not otherwise publish, send, distribute or disseminate this Offer Document, unless this takes place in accordance with applicable domestic and foreign legal provisions.

1.6 Acceptance of the Exchange Offer outside of Germany and the United States

The acceptance of the Exchange Offer outside of Germany and the United States may be subject to legal restrictions.

The Exchange Offer may be accepted by all domestic and foreign Linde Shareholders (including those with domicile, registered office or habitual abode in Germany, the European Union, the European Economic Area, and the United States) in accordance with this Offer Document and the relevant applicable legal provisions. Linde Shareholders who come into possession of this Offer Document outside of Germany and the United States and/or who wish to accept the Exchange Offer outside of Germany and the United States are advised to inform themselves of the relevant applicable legal provisions and to comply with them. Neither the Bidder, nor persons acting jointly with the Bidder within the meaning of Section 2 para. 5 sentences 1 and 3 Takeover Act assume responsibility for the admissibility of the acceptance of the Exchange Offer outside of Germany and the United States being permissible under the relevant applicable legal provisions.

Pursuant to German law the information provided in **Annex 3** is regarded to be equivalent to that of a prospectus. Unless mandated by law, no action has been or will be taken in any jurisdiction other than Germany or the United States that would permit a public offering of the Linde PLC Offer Shares requiring the approval of a prospectus by the relevant authorities, or permit possession or distribution of this Offer Document or any advertising material relating to the Linde PLC Offer Shares, except as described in Section 1.5.

2. Notes on the information contained in this Offer Document**2.1 General**

References to time in this Offer Document refer to local time in Frankfurt am Main, Germany (Central European Summer Time or Central European Time, as applicable, together **CET**), unless stated otherwise. References to a **Business Day** refer to a day other than a Saturday, Sunday or other day on which banks in Frankfurt am Main, Germany, or the City of New York, New York, United States, are generally closed. To the extent that expressions such as *currently* , *at the present time* , *at the moment* , *now* , *at present* or *today* are used in this Offer Document refer to the point in time of publication of this Offer Document, except as otherwise expressly stated.

References to EUR refer to the legal currency of Germany and certain other member states of the European Union as from January 1, 1999; references to USD refer to the legal currency of the United States. References to subsidiaries relate to subsidiaries within the meaning of Section 2 para. 6 Takeover Act.

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The Bidder has not authorized third parties to make statements about the Exchange Offer or this Offer Document. If third parties nevertheless make such statements, such statements shall neither be attributable to the Bidder nor to persons acting jointly with the Bidder.

2.2 Status and sources of information contained in this Offer Document

Unless expressly noted otherwise, all information and statements on intentions and all other information in this Offer Document are based on the knowledge or the intention of the Bidder at the time of the publication of this Offer Document.

The information provided in this Offer Document is based, among other things, on information made available by way of a reciprocal due diligence between Linde and Praxair, Inc. (**Praxair**), and together with its subsidiaries or affiliated companies, the **Praxair Group**). This due diligence was carried out in the months between March and May 2017; it covered, among others, financial, legal and operational matters. Most of the information regarding Linde and the Linde Group contained in this Offer Document is based on publicly accessible sources (such as published annual reports, annual financial statements, prospectuses, press releases or analyst presentations), in particular information published on the internet at <http://www.linde.de>, as well as Linde's articles of association (the **Linde AG Articles of Association**) and information derived from the commercial register. Praxair has supplied all additional information regarding Praxair and the Praxair Group contained in the Offer Document. Both Linde and Praxair have supplied further information, including oral information during discussions with the management and their respective advisors, relating to the Exchange Offer, the Registration Statement and the Merger (as defined in Section 8.1.1). Beyond the aforementioned reciprocal due diligence and management discussions, the Bidder did not review all information independently. The Bidder cannot rule out that the information about Linde and Linde Group described in this Offer Document has changed since its publication.

2.3 Forward-looking statements

This Offer Document and the documents referred to in it contain certain forward-looking statements. These statements do not represent facts and are characterized by words such as believe , intend , estimate , expect , anticipate , assure , similar expressions. Such statements express the intentions, opinions or current expectations of the Bidder, Praxair, Linde or persons acting jointly with them within the meaning of Section 2 para. 5 sentences 1 and 3 Takeover Act, as well as their subsidiaries, with regard to possible future events.

These forward-looking statements include statements regarding benefits of the proposed Business Combination (as defined in Section 5.1), of the Integration Plan (as defined in Section 5.1.3(4)) and expected synergies, anticipated future growth, financial and operating performance and results. Forward-looking statements involve significant risks and uncertainties that may cause actual results to be materially different from the results predicted or expected. In particular, statements regarding benefits of the Business Combination (as defined in Section 5.1), the Integration Plan (as defined in Section 5.A.3(4)) and expected synergies, anticipated future growth as well as the actual results of operations, financial condition and liquidity, and the development of the industry in which Linde and Praxair operate, may differ materially from those made in or suggested by the forward-looking statements contained in this Offer Document. No assurance can be given that these forward-looking statements will prove accurate and correct, or that projected or anticipated future results will be achieved. Such forward-looking statements are based on current plans, estimates and forecasts which the Bidder, Praxair, Linde or the persons acting jointly with them within the meaning of Section 2 para. 5 sentences 1 and 3 Takeover Act, as well as their subsidiaries, have made to the best of their knowledge, but which do not claim to be correct in the future. All forward-looking statements included in this

document are based upon information available to the Bidder, Praxair, Linde or the persons acting jointly with them within the meaning of Section 2 para. 5 sentences 1 and 3 Takeover Act, as well as their subsidiaries on the date hereof.

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It is possible that the Bidder may change the intentions and estimates outlined in this Offer Document after the publication of this Offer Document, subject to existing contractual agreements, and/or that the intentions and estimates of Praxair and Linde that are described in this Offer Document may change after the publication of this Offer Document.

2.4 No updates

The Bidder will only update this Offer Document to the extent permissible and required under the Takeover Act and will comply with its obligation under the Exchange Act to inform security holders of any material change in the information published, sent or given to security holders. The Bidder will also publish any additional accompanying information regarding the Exchange Offer on the internet at <http://www.lindepraxairmerger.com>, and will, to the extent required by applicable law, file such information in English on the SEC's website under the link to the EDGAR system (as described in Section 1.5).

Table of Contents**3. Summary of the Exchange Offer**

The following summary contains an overview of selected information provided in this Offer Document. It is supplemented by, and should be read in conjunction with, the information and particulars set out elsewhere in this Offer Document. Therefore, this summary does not contain all information that may be relevant for Linde Shareholders. Thus, Linde Shareholders should carefully read the entire Offer Document.

Linde Shareholders, particularly Linde Shareholders with a place of residence, registered office or habitual abode outside of Germany, should pay particular attention to the information set out in Section 1 of this Offer Document,

General information on the implementation of the Exchange Offer, particularly for shareholders with a place of residence, registered office or habitual abode outside of Germany, Section 5.5, Parallel acquisitions, and Section 13.9, Note to holders of American Depositary Receipts.

Bidder:	Linde PLC, The Priestley Centre, 10 Priestley Road, The Surrey Research Park, Guildford, Surrey GU2 7XY, United Kingdom.
Target:	Linde Aktiengesellschaft, Klosterhofstraße 1, 80331 Munich, Germany.
Subject matter of the Exchange Offer:	Acquisition of all ordinary bearer shares without par value (<i>auf den Inhaber lautende Stückaktien ohne Nennbetrag</i>) of Linde with the ISIN DE0006483001, each representing a pro-rata amount of the share capital of EUR 2.56 and each with full dividend rights and all ancillary rights associated therewith at the time of settlement of the Exchange Offer.
Offer Consideration:	For each Linde Share, 1.540 ordinary shares with a nominal value of EUR 0.001 of the Bidder (Linde PLC Offer Shares) (ISIN IE00BZ12WP82) (the Offer Consideration). The Linde PLC Offer Shares will be issued as described in the Section <i>Issuance of Linde PLC Shares</i> .
Issuance of Linde PLC Shares:	Pursuant to a special written resolution executed on July 25, 2017 by Enceladus and Cumberland (each as defined in Section 5.1.4), Linde PLC's two (2) sole shareholders, the board of directors of Linde PLC was authorized, in accordance with Section 1021 of the Companies Act 2014 of Ireland (Act Number 38 of 2014) (the Companies Act 2014), to generally and unconditionally allot Linde PLC Shares up to a total aggregate nominal amount of EUR 1,750,000. This authority expires five (5) years after the date of the resolution unless renewed, varied or revoked by the general meeting of Linde PLC. It is intended that the existing authority will be extended by renewing it for a further five (5) years with effect on Completion of the Business Combination and such authority will be contained in the Post-Completion Linde PLC Articles (as defined in Section 5.7.7).

On July 25, 2017, the board of directors of Linde PLC passed a resolution to allot and to issue Linde PLC Shares to Linde Shareholders that accept the Exchange Offer and to shareholders of Praxair (the **Praxair Shareholders**) (or to the Nominee for DTC, as defined below in this section) at the Completion of the Business Combination.

Shortly before the Completion of the Business Combination (as defined in Section 5.1), the board of directors of Linde PLC will resolve to allot and issue the exact number of Linde PLC Shares that are required to fulfill

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Linde PLC's obligation to deliver such shares under the Exchange Offer and the Merger (as defined in Section 8.1.1) (the **Issuance of Linde PLC Shares**).

Upon issuance, Linde PLC Offer Shares will be registered on behalf of the central securities depository Depository Trust Company (**DTC**) with its seat in New York, New York, United States to cover the inventory of DTC (U.S. equivalent to securities custody) in the name of DTC's nominee, Cede & Co., with its seat in New York, New York, United States (the **Nominee**) so that the Nominee will become the legal owner of the Linde PLC Shares. Linde Shareholders accepting the Exchange Offer will become beneficial owners of Linde PLC Shares and as such will be entitled, through the chain of the Nominee and custodians (see Section 5.1.2(2)), to all rights (including voting, dividend and pre-emption rights) attached to Linde PLC Shares.

On the basis of these resolutions, Linde PLC will be able to fulfill its obligations to deliver the Linde PLC Shares as required under the Exchange Offer and the Merger (as defined in Section 8.1.1), without further approvals from Linde PLC's shareholders or otherwise.

Acceptance:

The acceptance of the Exchange Offer must be declared to the Custodian Bank in a form that is accepted by such Custodian Bank with respect to declarations within the Acceptance Period (as defined in Section 4.2) or the Additional Acceptance Period (as defined in Section 4.4), respectively. The acceptance will become valid with the timely transfer of the Linde Shares tendered within the Acceptance Period, or the Linde Shares tendered within the Additional Acceptance Period to ISIN DE000A2E4L75 (WKN A2E 4L7) at Clearstream Banking AG, Frankfurt am Main, Germany (**Clearstream**).

Such transfer of Linde Shares at Clearstream shall be deemed timely if the transfer has been effected no later than by 6:00 p.m. (CET) on the second Business Day after the expiration of the Acceptance Period or after the expiration of the Additional Acceptance Period, as the case may be.

When accepting this Exchange Offer, Linde Shareholders should pay particular attention to Section 13.3.(13) which includes the consent to the Possible Capital Reduction (as defined in Section 5.1.2(2)).

Withdrawal Rights:

At any time during the Acceptance Period, Linde Shareholders may withdraw their Linde Shares tendered in the Exchange Offer on the basis of a withdrawal right granted by the Bidder. At the expiration of the Acceptance Period, withdrawal rights will cease, and any Linde Shares tendered in the Exchange Offer cannot be withdrawn. There will be no withdrawal rights during any Additional Acceptance Period (as defined in Section 4.4) or during the Put Right Period (as defined

in Section 16.5), even if tendered during such Additional Acceptance Period (as defined in Section 4.4) or, if applicable, a Put Right Period (as defined in Section 16.5). Withdrawal rights will not be available during the period between the expiration of the Acceptance Period and Completion (as defined in Section 5.1), which may be significantly later than the expiration of the Acceptance Period.

**Acceptance
Period:**

The Acceptance Period (as defined in Section 4.2 and subject to any extension) of the Exchange Offer starts on August 15, 2017 and ends on October 24, 2017 at 24:00 hours (CET).

**Additional
Acceptance
Period:**

The Additional Acceptance Period (as defined in Section 4.4) is expected to begin on October 28, 2017 and to expire on November 10, 2017 at 24:00 hours (CET).

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**Closing
Conditions:**

The Exchange Offer and the agreements resulting from its acceptance will only be consummated (the **Settlement of the Exchange Offer**) if the following Closing Conditions (as defined in Section 12.1) are satisfied or effectively waived by the Bidder before the default of the respective Closing Condition (see Section 12.3):

At the time of the expiration of the Acceptance Period (as defined in Section 4.2), the sum of the number of

Tendered Linde Shares (as defined in Section 13.2) (including those Linde Shares for which the acceptance of the Exchange Offer has been declared during the Acceptance Period but only becomes effective after the expiration of the Acceptance Period by transferring the Linde Shares to ISIN DE000A2E4L75 (WKN A2E 4L7)) for which the right to withdrawal has not been validly exercised in accordance with this Offer Document;

Linde Shares held directly by the Bidder, any member of Linde PLC Group or any other person acting jointly with the Bidder within the meaning of Section 2 para. 5 Takeover Act (excluding, for the avoidance of doubt, the Linde Treasury Shares (as defined in Section 6.2.2));

Linde Shares that must be attributed to the Bidder or any member of Linde PLC Group in accordance with Section 30 Takeover Act;

Linde Shares for which the Bidder, any member of Linde PLC Group or any other person acting jointly with the Bidder within the meaning of Section 2 para. 5 Takeover Act has entered into an agreement outside of the Exchange Offer, giving them the right to demand the transfer of title of such Linde Shares; and

Linde Shares for which Irrevocable Undertakings (as described in more detail in Section 13.4) have been executed and delivered to Linde PLC,

(Linde Shares that fall within the scope of several of these categories are counted only once) equals or is greater than 139,228,554 Linde Shares (75 % of all Linde Shares entitled to voting rights existing at the time the publication of this Offer Document, excluding, for the avoidance of doubt, the Linde Treasury Shares).

After publication of this Offer Document

and at the latest by October 24, 2018 (the **Longstop Date**):

the Business Combination (as defined in Section 5.1) has been approved by the competent antitrust authorities (each an **Antitrust Authority**) in the following jurisdictions or the statutory waiting periods in the following jurisdictions have expired, with the result that the Business Combination contemplated by the Exchange Offer may be completed:

- (1) The European Union;
- (2) The United States;
- (3) China;
- (4) India;
- (5) South Korea;
- (6) Brazil;

(7) Russia;

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(8) Canada; and

(9) Mexico.

the approval by the Committee on Foreign Investment in the United States (CFIUS) has been obtained, *i.e.*, (a) a written notice issued by CFIUS stating that the Business Combination does not constitute a covered transaction pursuant to Section 721 of the Defense Production Act, as amended, or that following its review or investigation of the Business Combination, CFIUS has determined that there are no unresolved national security concerns and concluded all actions under the Defense Production Act, as amended, or (b) if CFIUS has sent a report to the President of the United States requesting the President's decision, then (x) the President has announced a decision not to take any action to suspend or prohibit the Business Combination or, (y) the President has not taken any action after fifteen (15) days from the date the President received such report from CFIUS;

and provided that the Settlement of the Exchange Offer (earlier) has not already occurred, until the Longstop Date, no governmental authority that must grant a regulatory approval required as described above has denied such grant in writing and such denial has become final, binding and non-appealable.

As of the expiration of the Acceptance Period,:

the Registration Statement regarding the Linde PLC Shares, has been declared effective by the SEC; and

the Registration Statement regarding the Linde PLC Shares, is not the subject of any stop order issued by the SEC pursuant to Section 8(d) of the Securities Act or any proceeding initiated by the SEC seeking such a stop order.

Following publication of this Offer Document and prior to the expiration of the Acceptance Period, the Praxair Requisite Vote (as defined in Section 8.1.1) has been obtained after a vote of the Praxair stockholders has been taken and completed at the Praxair special meeting or at any adjournment or postponement thereof.

As of the expiration of the Acceptance Period, no law, regulation, administrative act, injunction, temporary restraining order or preliminary or permanent injunction or other order issued by any governmental entity in Ireland, the United Kingdom, Germany or the United States of America prohibits or makes illegal the Settlement of the Exchange Offer or the Merger (as defined in Section 8.1.1) or the

acquisition or ownership of Linde Shares or Praxair Shares by the Bidder.

After August 15, 2017 and prior to the expiration of the Acceptance Period, (i) Linde shall not have published new circumstances pursuant to Article 17 of Regulation (EU) No 596 / 2014 (the **Market Abuse**

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Regulation) and (ii) there shall not have occurred any change, event, circumstance or development that would have had to be published by Linde pursuant to Article 17 of the Market Abuse Regulation and that Linde did not publish pursuant to Article 17 para. 4 of the Market Abuse Regulation, and that, in each case of clause (i) or (ii), such circumstances have resulted in, or would reasonably be expected by the Independent Expert (as defined in Section 12.2) to result in, individually or in the aggregate, a recurring (for at least two (2) consecutive financial years) negative effect on the annual EBITDA (as defined in Section 12.1.6(1)) in financial years 2017 and 2018 or 2018 and 2019 in excess of EUR 410 million or a one (1) time negative effect on the annual EBITDA (as defined in Section 12.1.6(1)) in financial year 2017, 2018 or 2019 in excess of EUR 820 million (each a **Linde Material Adverse Change**).

After August 15, 2017 and prior to the expiration of the Acceptance Period there shall not have occurred any change, event, circumstance or development on the part of Praxair that has resulted in, or would reasonably be expected by the Independent Expert (as defined in Section 12.2) to result in, individually or in the aggregate, a recurring (for at least two (2) consecutive financial years) negative effect on annual EBITDA (as defined in Section 12.1.6(2)) in financial years 2017 and 2018 or 2018 and 2019 in excess of USD 350 million or a one-time negative effect on annual EBITDA (as defined in 12.1.6(2)) in financial year 2017, 2018 or 2019 in excess of USD 700 million (each a **Praxair Material Adverse Change**).

After August 15, 2017 and prior to the expiration of the Acceptance Period no criminal offense or material administrative offense (*Ordnungswidrigkeit*) relating to applicable corruption, anti-bribery, money-laundering or cartel laws (a **Material Compliance Violation**) by a member of a governing body or officer of Linde or a subsidiary of Linde or, as the case may be, of Praxair or a subsidiary of Praxair, while any such person was operating in their official capacity at, or on behalf of Linde or Praxair or their respective subsidiaries, shall be known to have occurred, if any such Material Compliance Violation constitutes or would constitute insider information for Linde or Praxair pursuant to Article 7 of the Market Abuse Regulation or has constituted insider information prior to its publication, determined as if the Market Abuse Regulation applies to Praxair. Whether a Material Compliance Violation has occurred will be determined exclusively by an opinion of the Independent Expert as set out in greater detail in Section 12.2.

Note to Holders of American Depositary Receipts:

American Depositary Receipts (**ADRs**) which have been issued in relation to Linde Shares may not be tendered in the Exchange Offer. However, ADRs may be exchanged for Linde Shares pursuant to the terms of the deposit agreement between Deutsche Bank Trust Company Americas and Linde. Linde's ADR program will be

terminated on September 29, 2017. Prior to or following the termination of the ADR program, holders of ADRs may present their ADRs to the U.S. depository for cancellation and receive the underlying Linde Shares in accordance with the deposit agreement. Such Linde Shares may then be tendered in the Exchange Offer during the Acceptance Period or the Additional Acceptance Period, subject to the terms and conditions of this Offer Document. Pursuant to the deposit agreement governing the ADRs, holders of ADRs must pay all applicable taxes and/or governmental charges as well as a fee of no more than USD 5.00 per 100 ADRs in order

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to exchange their ADRs for underlying Linde Shares. Such costs and fees incurred in the course of the cancellation of ADRs will not be reimbursed. The process may take several days, and holders of ADRs should take this additional time requirement into account when making their decision whether to participate in the Exchange Offer. Holders of ADRs should contact the U.S. depository (Deutsche Bank Trust Company Americas, 60 Wall Street, New York, New York 10005, United States) in case they have questions in relation to the exchange of the ADRs for Linde shares. As the ADR program will have been terminated, in the event that the Exchange Offer is not consummated, former holders of ADRs may not re-deposit their Linde Shares into an ADR facility.

Settlement:

Prior to the time of delivery of the Offer Consideration through the custodial chain between the Nominee, DTC, Clearstream and the Custodian Banks to the Linde Shareholders under the Exchange Offer, the Bidder will apply for admission to trading of all Linde PLC Shares on the New York Stock Exchange and the Frankfurt Stock Exchange. If all Closing Conditions have been satisfied or validly waived before the expiration of the Acceptance Period (as defined in Section 4.2), the Exchange Offer will be settled without undue delay after the expiration of the Additional Acceptance Period (as defined in Section 4.4), and the Bidder expects trading to begin promptly after delivery of the Offer Consideration to the Linde Shareholders having accepted the Exchange Offer (the **Tendering Linde Shareholders**), presumably on November 27, 2017. If the Regulatory Condition (as defined in Section 12.1.2), which may remain outstanding until the end of October 24, 2018, has not been satisfied by the expiration of the Additional Acceptance Period (as defined in Section 4.4) (or validly waived until one (1) working day prior to the expiration of the Acceptance Period (as defined in Section 4.2)), the Settlement of the Exchange Offer, and therefore the trading of the Linde PLC Shares on the New York Stock Exchange and the Frankfurt Stock Exchange, will be delayed accordingly until satisfaction of this condition.

All Linde PLC Offer Shares will be issued to the Nominee. The Nominee will become the direct legal owner of the Linde PLC Offer Shares (referred to as the holder of record), since formal ownership in all Linde PLC Offer Shares on the shareholder registry will rest with the Nominee. DTC will credit Clearstream's DTC participant account with the Linde PLC Offer Shares and Clearstream will in turn credit Linde PLC Offer Shares to the account of the Settlement Agent at Clearstream in favor of the Tendering Linde Shareholders. The Settlement Agent will arrange for the transfer of Linde PLC Offer Shares through Clearstream to the Custodian Banks in exchange for the Tendered Linde Shares (as defined in Section 13.2(2)), which will credit the Linde PLC Offer Shares (subject to the fractional shares rules in Section 13.5) to the accounts of the relevant Tendering Linde Shareholder. Clearstream will transfer the Tendered Linde Shares in

favor of the securities custody account of the Bidder held with the Settlement Agent.

The credit entry of the Linde PLC Offer Shares to the securities custody accounts of the Custodian Banks maintained at Clearstream is expected to occur seven (7) Business Days following the later of (i) the publication of the results of the Additional Acceptance Period (as defined in Section 4.4) pursuant to Section 23 para. 1 no. 3 Takeover Act; or (ii) the satisfaction of the Regulatory Condition (as defined in Section 12.1.2) that may remain outstanding until the end of October 24, 2018.

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With the credit entry of the Linde PLC Offer Shares to the respective securities custody accounts of the Tendering Linde Shareholders, the Bidder causes the transfer of beneficial ownership and thereby delivers the Offer Consideration to the Tendering Linde Shareholders, and with the transfer of the Tendered Linde Shares (as defined in Section 13.2(2)) to the Bidder, the Tendering Linde Shareholders transfer ownership of the Tendered Linde Shares to the Bidder.

No fractional Linde PLC Offer Shares will be exchanged for any Tendered Linde Shares. Each holder of Tendered Linde Shares who would otherwise have been entitled to receive a fraction of a share of Linde PLC Offer Shares will receive from the Custodian Bank, in lieu thereof, cash (without interest) in an amount representing such holder's proportionate interest in the net proceeds from the sale by Clearstream and/or the Custodian Bank for the account of all such holders of Linde PLC Offer Shares which would otherwise be issued (the **Excess Offer Shares**). The sale of the Excess Offer Shares by Clearstream and the Custodian Bank shall be executed on the NYSE and/or the Frankfurt Stock Exchange and shall be executed in round lots to the extent practicable. The receipt of the net proceeds resulting from the sale of the Excess Offer Shares shall be free of commissions, transfer taxes and other out-of-pocket transaction costs for such holders of Tendered Linde Shares. The net proceeds of such sale will be distributed to the holders of Tendered Linde Shares with each such holder receiving an amount of such proceeds proportionate to the amount of fractional interests which such holder would otherwise have been entitled to receive. The net proceeds credited to each holder of Tendered Linde Shares who would otherwise have been entitled to receive a fraction of a Linde PLC Offer Share will be determined on the average net proceeds per Excess Offer Shares. Because market prices of Linde PLC Shares may fluctuate, cash proceeds received by Tendering Linde Shareholders for any such fractional entitlements may be different than an amount calculated based on the market price of a Linde PLC Offer Share at the time of the Settlement of the Exchange Offer. As soon as practicable after the determination of the amount of cash, if any, to be paid to holders of Tendered Linde Shares in lieu of fractional interests, the Custodian Bank shall make available such amounts to such holders of Tendered Linde Shares. Any such sale shall be made within ten (10) business days or such shorter period as may be required by applicable law after the Settlement of the Exchange Offer.

Assuming the Announcement of Results (as defined in Section 19) occurs on November 15, 2017, and all Closing Conditions (as defined in Section 12.1) are satisfied as of such date or have been validly waived by the Bidder by the end of the working day prior to the expiration of the Acceptance Period, the Linde PLC Offer Shares are expected to be credited by November 24, 2017, and the net proceeds from the fractional adjustments are expected to be credited by the

Custodian Banks by December 12, 2017.

If the Regulatory Condition (as defined in Section 12.1.2), which may remain outstanding until the end of October 24, 2018, is not satisfied by the expiration of the Additional Acceptance Period and has not been effectively waived until one (1) working day prior to the expiration of the Acceptance Period (as defined in Section 4.2), the Settlement of the Exchange Offer will be delayed accordingly until satisfaction of this Closing Condition.

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If the Regulatory Condition (as defined in Section 12.1.2) is satisfied at the latest possible date, that is October 24, 2018, the Linde PLC Offer Shares are expected to be credited by November 2, 2018 and the net proceeds from fractional adjustments are expected to be credited by the Custodian Banks by November 20, 2018.

Costs of Acceptance:

Acceptance of the Exchange Offer is free of costs and expenses for the Linde Shareholders who hold their Linde Shares in German custody accounts (except for the costs of transmitting the Declaration of Acceptance (as defined in Section 13.2) to the Custodian Bank). For this purpose, the Bidder grants a market-standard commission to the Custodian Banks, of which they will be informed separately.

However, potential additional costs and expenses charged by Custodian Banks or foreign investment service providers, as well as applicable expenses incurred outside of Germany, must be borne by the relevant Linde Shareholders.

For further details please refer to Section 13.12.

Trading:

The Bidder will ensure that the Tendered Linde Shares (as defined in Section 13.2(2)) as well as Linde Shares put to the Bidder (as defined in Section 16.5), if any, under the ISIN DE000A2E4L75 (WKN A2E4L7) will be admitted to trading on the regulated market (*Regulierter Markt*) of the Frankfurt Stock Exchange (**Admission**) no later than the third (3rd) trading day after commencement of the Acceptance Period (as defined in Section 4.2).

Trading in the Tendered Linde Shares (as defined in Section 13.2(2)) as well as Linde Shares put to the Bidder (as defined in Section 16.5), if any, on the regulated market (*Regulierter Markt*) of the Frankfurt Stock Exchange is expected to cease after the end of the regular stock exchange trading hours one (1) working day after satisfaction of the last Closing Condition (as defined in Section 12.1) or, if later, one (1) working day after the expiry of the Additional Acceptance Period (as defined in Section 4.4).

Linde Shares that have not been tendered in the Exchange Offer will continue to be traded under ISIN DE0006483001 (WKN 648300).

DAX Inclusion:

The Bidder expects that pursuant to the rules of the equity indices of Deutsche Börse AG the Linde Shares in the DAX 30 (*Deutscher Aktienindex* (German stock index)) will be replaced by the Tendered Linde Shares once the acceptance ratio published by the Bidder exceeds 50 %.

The Bidder, Linde and Praxair will take appropriate steps to achieve that Tendered Linde Shares will remain included in the DAX 30 following the expiration of the Acceptance Period until the day after satisfaction of the last Closing Condition (see Section 12.1), or, if later, one (1) working day after the expiry of the Additional Acceptance Period. Based on the current index inclusion criteria for

the DAX 30 published by Deutsche Börse AG and the anticipated corporate structure, listings and expected market capitalization of Linde PLC, the Bidder anticipates that after Settlement of the Exchange Offer the Linde PLC Shares will be included in the DAX 30 instead of the Tendered Linde Shares as determined by Deutsche Börse AG.

**Irrevocable
Undertakings:**

To allow Index Funds (as defined in Section 13.4) holding Linde Shares to optimally replicate their respective reference index, the Bidder will provide Linde Shareholders that are Index Funds the option to sign specifically

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designed Irrevocable Undertakings (as defined in Section 13.4) to tender such shares. The obligation under the Irrevocable Undertakings to submit the Declaration of Acceptance subject to the condition precedent that the Linde Shares included in the respective indices have been replaced by the Tendered Linde Shares, but will count towards the Minimum Acceptance Ratio upon execution (as described in more detail in Section 13.4).

ISIN: Linde Shares: ISIN DE0006483001

Tendered Linde Shares: ISIN DE000A2E4L75

Linde PLC Shares: ISIN IE00BZ12WP82

Publication: The Bidder has published this Offer Document in German in accordance with Sections 34, 14 paras. 2 and 3 Takeover Act on August 15, 2017, by (i) making an announcement on the internet at <http://www.lindepraxairmerger.com>, and (ii) keeping copies available for distribution free of charge for all Linde Shareholders through Deutsche Bank Aktiengesellschaft (inquiries regarding this Offer Document should be directed by mail to Taunusanlage 12, 60325 Frankfurt am Main, by facsimile at +49 69 91038794 or by email at dct.tender-offers@db.com). The Bidder has provided a non-binding English translation of the Offer Document to the Linde Shareholders in the same way. Only the German Offer Document, the publication of which has been approved by BaFin on August 14, 2017, has binding effect for the Exchange Offer.

The announcement pursuant to Section 14 para. 3 sentence 1 no. 2 Takeover Act, regarding the availability of this Offer Document through the Settlement Agent for distribution free of charge and the internet address under which this Offer Document is published, was published by the Bidder in the German Federal Gazette (*Bundesanzeiger*) on August 15, 2017.

This non-binding English translation of this Offer Document will be available (i) electronically through the EDGAR system at <http://www.sec.gov/edgar/searchedgar/companysearch.html>, using the company name Linde PLC, (ii) on the internet at <http://www.lindepraxairmerger.com/> and (iii) for distribution free of charge from the Settlement Agent.

In addition, Linde Shareholders can obtain upon request, free of charge, the non-binding English translation of this Offer Document either through the aforementioned internet address or by contacting the Settlement Agent using the aforementioned contact details. The Bidder will also announce by way of an English language press release in the United States where copies of this Offer Document will be available free of charge and at which internet address this Offer Document is published. The aforementioned publications serve the purpose of complying with the mandatory provisions of the Takeover Act and of

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complying with the Securities Act and the Exchange Act.

In addition, the Bidder has filed a Registration Statement with the SEC that includes a U.S. prospectus of the Bidder to be used in connection with the Exchange Offer made to Linde Shareholders in the United States. After the Registration Statement is declared effective by the SEC, the prospectus will be available electronically through the EDGAR system at <http://www.sec.gov/edgar/search/edgar/companysearch.html> under the company name Linde PLC .

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All notifications and announcements required pursuant to the Takeover Act will also be published on the internet at <http://www.lindepraxairmerger.com/> (in German as well as in English) and in German in the German Federal Gazette (*Bundesanzeiger*). The Bidder will also file such notifications and announcements in English with the SEC and otherwise comply with its obligation under U.S. law with respect to informing security holders of any material change in the information published, sent or given to security holders.

Post-Completion Reorganization:

Following the Settlement of the Exchange Offer, the Bidder intends to implement various reorganization measures under German law regarding Linde with a view to optimize the group-wide corporate governance and to enhance and facilitate synergies expected to result from the Business Combination (as defined in Section 5.1). Such post-completion reorganization may include various types of squeeze-out transactions as well as entering into a domination and/or profit and loss transfer agreement. In squeeze-out transactions, shareholders generally are entitled to adequate compensation in cash. In the case of a domination and/or profit loss transfer agreement, the Bidder currently intends to provide (directly or through Linde Intermediate Holding AG (as defined in Section 5.7)) the adequate exit compensation only in Linde PLC Shares.

Information Regarding Tax:

The taxation principles are set out in the section *27 Material Tax Considerations* of **Annex 3** of this Offer Document. There you will find, among other things, detailed information on the domestic German tax treatment of the Offer Consideration, which will be paid to Linde Shareholders with tax residency in Germany and abroad as well as material United States, United Kingdom and Irish tax consequences in respect of the Exchange Offer and holding Linde PLC Shares. **The Bidder recommends that every Linde Shareholder, including private investors, obtain tax advice regarding the relevant tax implications of accepting the Exchange Offer, particularly taking into account their individual tax situation, prior to accepting the Exchange Offer.**

4. Exchange Offer**4.1 Subject matter**

The Bidder hereby offers to all Linde Shareholders to acquire all ordinary bearer shares without par value (*auf den Inhaber lautende nennbetraglose Stückaktien*) of Linde with the ISIN DE0006483001, each representing a pro-rata amount of the share capital of EUR 2.56 and each with full dividend rights and all ancillary rights associated therewith at the time of the Settlement of the Exchange Offer in accordance with the terms of this Offer Document.

The Bidder offers, for each Linde Share, the Offer Consideration consisting of 1.540 Linde PLC Offer Shares. Each Linde PLC Offer Share has a nominal value of EUR 0.001.

ADRs may not be tendered in the Exchange Offer. However, ADRs may be exchanged for Linde Shares pursuant to the deposit agreement, and those Linde Shares may in turn be tendered in the Exchange Offer (see Section 13.9 for further details).

In addition, the Bidder will provide to Index Funds the option to execute Irrevocable Undertakings to tender such shares (see Section 13.4 for further details).

If the acceptance of the Exchange Offer would result in fractional share entitlements of Linde Shareholders in Linde PLC Offer Shares, such entitlements will be dealt with by means of a fractional

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adjustment (*Spitzenverwertung*) (see Sections 13.3 and 13.5) and the entitled former Linde Shareholders will be paid in cash in lieu of such fractional shares.

For that purpose, Clearstream and/or the Custodian Banks will aggregate the fractional rights in Linde PLC Offer Shares shortly after the Settlement of the Exchange Offer and sell them on the NYSE and/or the Frankfurt Stock Exchange. Any such sale will be made within ten (10) Business Days or such shorter period as may be required by applicable law after the Offer Closing Time. The net proceeds of such sale will be distributed to the holders of Tendered Linde Shareholders with each such holder receiving an amount of such proceeds proportionate to the amount of fractional interests which such holder would otherwise have been entitled to receive. The net proceeds credited to each holder of Tendered Linde Shares in respect of any such fractional interests will be determined on the average net proceeds per Linde PLC Share. Because market prices of Linde PLC Shares may fluctuate, cash proceeds received by Tendering Linde Shareholders in respect of their fractional interests may be different than an amount calculated based on the market price of a Linde PLC Share at the time of the Settlement of the Exchange Offer.

4.2 Acceptance Period

According to Section 16 para. 1 Takeover Act, the period for acceptance of the Exchange Offer starts with the publication of this Offer Document on August 15, 2017. It expires on

October 24, 2017, at 24:00 hours (CET).

The period for acceptance of the Exchange Offer may be extended as set out in more detail in Section 4.3 of this Offer Document.

The period of acceptance of the Exchange Offer, where applicable as extended in accordance with Section 4.3 of this Offer Document, is referred to in this Offer Document as the **Acceptance Period** .

4.3 Extension of the Acceptance Period

The Bidder may amend the Exchange Offer in accordance with Section 21 para. 1 Takeover Act up to one (1) working day prior to the expiration of the Acceptance Period, *i.e.*, in the case of an expiration of the Acceptance Period on October 24, 2017 at 24:00 hours (CET) until October 23, 2017 at 24:00 hours (CET).

If an amendment to the Exchange Offer is published within the last two (2) weeks prior to the expiration of the Acceptance Period, such period will be extended by two (2) weeks according to Section 21 para. 5 Takeover Act and in accordance with Rule 14e-1 of the Exchange Act and will end on November 7, 2017 at 24:00 hours (CET). This applies even if the amended Exchange Offer would be in violation of any laws.

If a competing offer within the meaning of Section 22 para. 1 Takeover Act is made by a third party during the Acceptance Period, and if the Acceptance Period for the Exchange Offer expires prior to the expiration of the acceptance period for such competing offer, the expiration date of the Acceptance Period for the Exchange Offer will correspond to the date on which the acceptance period of the competing offer expires (Section 22 para. 2 Takeover Act). This also applies when the competing offer is amended, prohibited or violates any laws.

If a general shareholders meeting of Linde is called in connection with the Exchange Offer after this Offer Document has been published, the Acceptance Period amounts to ten (10) weeks from the publication of this Offer Document

(Section 16 para. 3 Takeover Act). The Acceptance Period would remain unchanged and also expire on October 24, 2017 at 24:00 hours (CET), subject to an extension of the Acceptance Period due to an amendment of the Exchange Offer within the last two (2) weeks prior to the expiration of the Acceptance Period or a competing offer.

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The Acceptance Period will be extended only in accordance with the events provided for in the Takeover Act. The Bidder will publish any extension of the Acceptance Period in accordance with Section 19 of this Offer Document.

4.4 Additional Acceptance Period pursuant to Section 16 para. 2 Takeover Act

Linde Shareholders who have not accepted the Exchange Offer during the Acceptance Period may still accept it within two (2) weeks after the Bidder has published the results of the Exchange Offer pursuant to Section 23 para. 1 sentence 1 no. 2 Takeover Act (the **Additional Acceptance Period**), unless the Exchange Offer has been terminated because not all of the Closing Conditions (as defined in Section 12.1) other than the Regulatory Condition (as defined in Section 12.1.2) have been satisfied or validly waived before the expiration of the Acceptance Period.

The possibility of accepting the Exchange Offer during the Additional Acceptance Period is therefore in particular only possible if the Closing Condition of obtaining the Minimum Acceptance Ratio (see Section 12.1.1) is satisfied at the expiration of the Acceptance Period, unless this Closing Condition has been validly waived until one (1) working day in advance. The Minimum Acceptance Ratio may also be reduced.

Subject to an extension of the Acceptance Period in accordance with Section 4.3 of this Offer Document, the Additional Acceptance Period starts (assuming publication of the results of the Exchange Offer pursuant to Section 23 para. 1 sentence 1 no. 2 Takeover Act occurs on October 27, 2017) on October 28, 2017 and ends on November 10, 2017 at 24:00 hours (CET)). After the expiration of this Additional Acceptance Period, the Exchange Offer may no longer be accepted (except for a possible Put Right (as defined in Section 16.5) in accordance with Section 39c Takeover Act (as described in Section 16.5)).

The procedure which applies to the acceptance of the Exchange Offer within the Additional Acceptance Period is described in Section 13.7, in conjunction with Sections 13.2, 13.3, 13.5 and 13.6 of this Offer Document. The acceptance is thus made in due time if the Custodian Bank is notified of the acceptance within the Additional Acceptance Period and the transfer of Linde Shares to Clearstream has been carried out under the ISIN DE000A2E4L75, at the latest, by 6:00 p.m. (CET) on the second (2nd) Business Day after the expiration of the Additional Acceptance Period.

5. Information on the Bidder

5.1 General information on the Bidder

To date, Linde PLC has not traded nor has it entered into obligations other than in connection with the Exchange Offer and the Merger (as defined in Section 8.1.1).

As agreed in the Business Combination Agreement (as defined in Section 8.3), Linde will at first become a direct subsidiary of Linde PLC through the Exchange Offer and subsequently, through a contribution or other transfer of all or most of the Tendered Linde Shares within the Linde PLC group, is intended to become an indirect subsidiary of Linde PLC. Praxair will become an indirect subsidiary of Linde PLC by way of the Merger (as defined in Section 8.1.1). The transactions contemplated by such Business Combination Agreement, in particular the Exchange Offer and the Merger (as defined in Section 8.1) (see Section 8.1.3 for an overview of the Business Combination). will combine the businesses of the Praxair Group and the Linde Group (the **Business Combination**). Linde PLC and its subsidiaries after the Settlement of the Exchange Offer and the completion of the Merger (as defined in Section 8.1.1)

(together the **Completion of the Business Combination**), including Linde and Praxair, are referred to as the **Combined Group** .

5.1.1 Legal basis of Linde PLC

Linde PLC was incorporated as a public limited company under the laws of Ireland on April 18, 2017, and is registered with the registered number 602527. Linde PLC was incorporated under the legal name

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Zamalight PLC and on July 20, 2017 changed its name to Linde PLC. Linde PLC currently does not use a commercial or trading name different from its legal name. Linde PLC has been formed for an unlimited duration. The fiscal year of Linde PLC is the calendar year. Linde PLC's registered office is at Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland. Linde PLC's principal executive offices are located at The Priestley Centre, 10 Priestley Road, The Surrey Research Park, Guildford, Surrey GU2 7XY, United Kingdom, and its telephone number at that location is +44 1483 242200.

Following the Completion of the Business Combination, Linde PLC will be the ultimate holding company for Linde and Praxair. In the Business Combination Agreement Praxair and Linde have agreed on certain governance matters which will, at the latest with effect from the Completion of the Business Combination, be implemented by Linde PLC in the terms of the constitution of Linde PLC (the **Post-Completion Linde PLC Articles**). Other corporate governance matters will be implemented in the terms of certain ancillary corporate governance documents to be adopted by Linde PLC with effect from the Completion of the Business Combination. Prior to the Completion of the Business Combination, a special resolution of Linde PLC will be proposed to Enceladus and Cumberland (each as defined in Section 5.1.4) as the two (2) sole shareholders of Linde PLC, who will be asked to approve the adoption of the Post-Completion Linde PLC Articles in replacement of the existing constitution of Linde PLC, such resolution to be conditional on and taking effect from the Completion of the Business Combination.

Pursuant to the Linde PLC Articles, Linde PLC's principal object is to act as a holding company. The Post-Completion Linde PLC Articles are expected to include a wide number of ancillary objects incidental to it acting as a holding company.

5.1.2 Linde PLC share capital**(1) Issued share capital of Linde PLC as at the time of publication of this Offer Document**

Currently, Linde PLC's issued share capital amounts to EUR 25,000, consisting of twenty-five thousand (25,000) A ordinary shares with a nominal value of EUR 1.00 each. The A ordinary shares of EUR 1.00 each were initially issued on Linde PLC's incorporation as ordinary shares. These shares were subsequently re-designated as A ordinary shares to avoid confusion with the ordinary shares of EUR 0.001 each (see below in Section 5.1.2(2)). All of Linde PLC's issued shares are fully paid up. The two (2) sole shareholders of Linde PLC, Enceladus and Cumberland (each described in Section 5.1.4), each subscribed for 12,500 ordinary shares each at EUR 2.00 per ordinary share (*i.e.*, comprising EUR 1.00 of nominal value and EUR 1.00 share premium per share) resulting in total share premium of EUR 25,000 in addition to the EUR 25,000 of share capital described above.

(2) Changes to Linde PLC's share capital

Pursuant to a special written resolution executed on July 25, 2017 by Enceladus and Cumberland (each as described in Section 5.1.4), Linde PLC's two (2) sole shareholders, both of which are private companies formed under the laws of Ireland with their registered office in the municipality of Dublin, Ireland, the board of directors of Linde PLC was authorized, in accordance with Section 1021 of the Companies Act 2014, to generally and unconditionally allot Linde PLC Shares up to a total aggregate nominal amount of EUR 1,750,000, comprising 1,750,000,000 ordinary shares of EUR 0.001 each with the authority to expire five (5) years after the date of the resolution, unless renewed, varied or revoked by the general meeting of Linde PLC. It is intended that the existing authority will be extended by renewing it for a further five (5) years with effect on Completion of the Business Combination and such authority will be

contained in the Post-Completion Linde PLC Articles.

On July 25, 2017, the board of directors of Linde PLC passed a resolution to allot and to issue Linde PLC Shares to Linde Shareholders that accept the Exchange Offer and to the Praxair Shareholders (or to the Nominee for DTC) at the Completion of the Business Combination.

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The issuance of these Linde PLC Shares will be effected as follows: Shortly before the Completion of the Business Combination, the board of directors of Linde PLC will, pursuant to the authority described above (as renewed in the Post-Completion Linde PLC Articles), pass a resolution to allot and to issue the exact number of Linde PLC Shares that are required to fulfill Linde PLC's obligation to deliver Linde PLC Shares under the Exchange Offer and the Merger (as defined in Section 8.1.1). Upon issuance, Linde PLC Offer Shares will be registered, or on behalf of the central securities depository, DTC (with its seat in New York, New York, United States to cover the inventory of DTC (U.S. equivalent to securities custody) and registered in the name of the Nominee so that the Nominee will become the legal owner of the Linde PLC Shares.

On the basis of the above resolutions, Linde PLC will be able to fulfill its obligations to deliver the Linde PLC Shares under the Exchange Offer and the Merger (as defined in Section 8.1.1) without further approvals being required from Linde PLC's shareholders or otherwise.

At the Completion of the Business Combination, Linde PLC's register of members will be updated in order to show recent changes of the members (*i.e.*, shareholders of Linde PLC). Such update will reflect the above described allotment of Linde PLC Offer Shares to the Nominee. The Nominee will acquire full legal title to the Linde PLC Offer Shares when the name of the Nominee is entered in Linde PLC's register of members. The Linde PLC Offer Shares will be created by Linde PLC in book-entry form and registered by the transfer agent and registrar of Linde PLC (which transfer agent and registrar is yet to be appointed by Linde PLC). Therefore, the effective issuance of the Linde PLC Offer Shares does not require registration with a court or a public register that could be affected by the commencement of shareholder litigation. The issuance is effective before filing with the Irish Companies Registration Office. In contrast with the legal situation in Germany, this fact increases the certainty of the effective issuance of the Linde PLC Offer Shares.

In the course of the Settlement of the Exchange Offer, the Linde PLC Offer Shares will be transferred through the custodial chain between DTC, Clearstream and the Custodian Banks. The transfer to Clearstream's direct securities account with DTC will be made via the DTC's Deposit and Withdrawal at Custodian (also referred to as DWAC) service that allows participants to instruct DTC regarding deposit and withdrawal transactions being made directly in book-entry form and reconcile the results of such transactions electronically on a daily basis (so-called "direct-link"). The Linde PLC Offer Shares will then be credited to the securities account of the Settlement Agent at Clearstream.

Tendering Linde Shareholders will acquire the Linde PLC Offer Shares as a pro rata property interest in the aggregate amount of all Linde PLC Shares held by shareholders through DTC. Tendering Linde Shareholders will therefore become beneficial owners of Linde PLC Shares. Such beneficial ownership position of Tendering Linde Shareholders under Irish law is based on the custodial chain between DTC, Clearstream and the Custodian Banks. As a result of this custodial chain, beneficial owners are entitled to all shareholder rights associated with the Linde PLC Shares, such as the right of disposal, voting rights, and dividend rights.

Clearstream is a DTC participant and a security entitlement will be established between DTC and Clearstream with respect to the Linde PLC Offer Shares, which is commercially similar to a right *in rem* of Clearstream. From a German law perspective, Tendering Linde Shareholders participate in this security entitlement relating to the Linde PLC Shares as *pro rata* co-owners through their Custodian Banks and Clearstream.

Pursuant to a special written resolution to be executed by Enceladus and Cumberland the rights attached to the existing twenty-five thousand (25,000) A ordinary shares of Linde PLC will be amended such that immediately prior to the Completion of the Business Combination the twenty-five thousand (25,000) A ordinary shares in Linde PLC, 12,500 of which are held by Enceladus and 12,500 of which are held by Cumberland will be converted to deferred shares in

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accordance with the Post-Completion Linde PLC Articles, and they will not carry voting rights or dividend entitlements. Immediately following the Settlement of the Exchange Offer and prior to the completion of the Merger, the aggregate nominal value of the Linde PLC Shares in issue will exceed the minimum capitalization requirement under Irish company law and the deferred shares will be acquired and cancelled by Linde PLC for nil consideration.

Under Irish law, dividends may be paid (and share repurchases must generally be funded) only out of so-called distributable reserves, which Linde PLC will not have immediately following Admission. Distributable reserves generally means the accumulated realized profits of Linde PLC less accumulated realized losses of Linde PLC and includes reserves created by way of capital reductions. Linde PLC is considering the implementation of steps to create distributable reserves following Admission to provide flexibility for future dividends and other returns to shareholders. Linde PLC is considering creating additional realized distributable reserves by (i) cancelling the share premium (*i.e.*, the consideration received by Linde PLC for the shares issued that is in excess of the nominal value of those shares) which will be created as a result of the Merger; and (ii) capitalizing all or part of the merger reserve which will be created as a result of the Exchange Offer, and immediately cancelling any bonus shares issued for the purpose of such capitalization (such transactions described in clauses (i) and (ii) together the **Possible Capital Reduction**). Such Possible Capital Reduction would be based on the following steps:

Following the Possible Capital Reduction, there would be no change in the nominal value of the Linde PLC Shares or the number of issued Linde PLC Shares. The Possible Capital Reduction would be approved prior to (and would be conditional upon) Admission, by a special resolution of Enceladus and Cumberland as the two (2) sole shareholders of Linde PLC prior to the Completion of the Business Combination. It further requires the approval of the High Court of Ireland (for which Linde PLC would apply following Admission).

In connection with seeking such court approval, the approval of Praxair shareholders on a non-binding basis is sought in the special meeting of shareholders of Praxair.

Any Linde Shareholder who tenders Linde Shares pursuant to the Exchange Offer must also deliver a consent in respect of such Tendered Linde Shares to the Possible Capital Reduction to create distributable reserves (as described in this Section 5.1.2(2)). Linde Shareholders who tender (and do not validly withdraw) their Linde Shares pursuant to the Exchange Offer will deliver their consents as part of the acceptance of the Exchange Offer (see under Section 13.3(13)).

The Possible Capital Reduction will not negatively affect any rights of the Tendering Linde Shareholders.

(3) Shareholder register and ownership rights relating to the Linde PLC Shares
Linde PLC will maintain a register of members (*i.e.*, shareholders). It will be updated upon the Completion of the Business Combination to reflect the allotment and issuance of Linde PLC Shares in connection with the Exchange Offer and the Merger. The register of members and the record of uncertificated shares must be available for inspection at the registered office of Linde PLC or at an alternative location specified under law.

Shares in an Irish public limited company such as Linde PLC can be issued and held either in a so-called certificated (*i.e.*, hard copy share certificates are issued to shareholders) or a so-called uncertificated (*i.e.*, dematerialized) form. Where shares are held in certificated form, a shareholder must agree to become a shareholder in the Irish public

limited company. That shareholder's name must be entered into the register of members maintained by an Irish public limited company in order to acquire legal title to the shares.

To facilitate trading of shares in an Irish public limited company on an exchange, the shares will be issued in uncertificated form. As described under Section (2), an allotment of Linde PLC Offer

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Shares to the Nominee will occur. The Nominee will become the direct legal owner of the respective shares as well as the legal holder of all rights associated with these shares.

The Nominee will be registered in the register of members of Linde PLC. Once entered into such register and following the update of such register to reflect the recent changes, the Nominee will hold legal title with respect to the Linde PLC Offer Shares. As described under Section (2), Linde PLC's register of members will be updated at the Completion of the Business Combination. Following such update, the Nominee will therefore be the direct legal owner of Linde PLC Offer Shares. The Linde PLC Offer Shares will be held for the benefit of the Tendering Linde Shareholders, hence creating beneficial ownership. Such beneficial ownership of the Linde PLC Offer Shares will be received by Tendering Linde Shareholders through a custodial chain. Details regarding the Nominee as well as such chain of custodian for the Linde PLC Offer Shares are described under Section (2).

In order to facilitate the exercise of shareholder rights, in particular voting rights and attendance at general meetings for beneficial owners holding the Linde PLC Offer Shares through Clearstream, Linde PLC has entered into an agreement with ADEUS Aktienregister-Services-GmbH, Königinstraße 28, 80802 Munich, to act as central registration agent (the **Central Registration Agent**) upon the Completion of the Business Combination. The functions of the Central Registration Agent will include the publication of the information in the German Federal Gazette which beneficial owners need in order to exercise their rights and processing administrative tasks in connection with the logistics of attending and voting at general meetings. Linde PLC will maintain the Central Registration Agent, or a comparable service provider, during the entire time of its listing on the Frankfurt Stock Exchange.

The material differences between the rights of Linde Shareholders (before Completion of the Business Combination) and rights of Linde PLC Shareholders (after Completion of the Business Combination) can be found in section 26 *Comparison Of Shareholder Rights Before And After The Business Combination* of **Annex 3**.

5.1.3 Directors and management of Linde PLC

As described below, Linde PLC will have a unitary board constituted in accordance with the corporate governance standards of the NYSE Listed Company Manual.

(1) Composition prior to the Completion of the Business Combination

Currently, the board of directors of Linde PLC is made up of four (4) directors, two (2) of whom have been designated by Praxair and two (2) of whom have been designated by Linde. All four (4) of the directors will resign at the Completion of the Business Combination.

(2) Composition of Linde PLC board of directors by the Completion of the Business Combination

At Completion of the Business Combination, the Linde PLC board of directors (the **Linde PLC Board**) shall consist of twelve (12) directors, six (6) of whom shall be designated by Linde from among the members of the supervisory board of Linde (each a **Linde Designee**) and six (6) of whom shall be designated by Praxair from the members of the board of directors of Praxair (each a **Praxair Designee**). At the Completion of the Business Combination, eleven (11) members of the Linde PLC Board will be non-executive directors. The twelfth member will be the chief executive officer of Linde PLC (the **Linde PLC CEO**) as described in Section 5.1.3(4). The initial members of the Linde PLC Board at the Completion of the Business Combination (known as of the publication of this Offer Document) are:

Prof. Dr. Wolfgang Reitzle;

Stephen F. Angel;

Prof. Dr. Dr. Ann-Kristin Achleitner;

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Dr. Clemens Börsig;

Dr. Nance Dicciani;

Dr. Thomas Enders;

Franz Fehrenbach;

Ed Galante;

Larry McVay;

Dr. Victoria Ossadnik;

Martin Richenhagen; and

Robert Wood.

During the first three (3) years following the Completion of the Business Combination (the **Integration Phase**), the Linde PLC Board shall be comprised of twelve (12) directors, six (6) of whom shall be Linde Class Directors, and six (6) of whom shall be Praxair Class Directors. A **Linde Class Director** is an individual who was a Linde Designee or nominated and appointed or elected to fill a vacancy created by the resignation, removal, death or disability of a Linde Class Director (provided that, for purposes of determining committee composition, a director nominated by the Linde PLC Shareholders who replaces a Linde Class Director removed by vote of the Linde PLC Shareholders will not be a Linde Class Director unless approved by a majority of the remaining Linde Class Directors). A **Praxair Class Director** is an individual who was a Praxair Designee or nominated and appointed or elected to fill a vacancy created by the resignation, removal, death or disability of a Praxair Class Director (provided that, for purposes of determining committee composition, a director nominated by the Linde PLC Shareholders who replaces a Praxair Class Director removed by vote of the Linde PLC Shareholders will not be a Praxair Class Director unless approved by a majority of the remaining Praxair Class Directors).

During the Integration Phase, in the event of a director's resignation, removal, death or disability prior to the end of his or her term, the vacancy on the Linde PLC Board shall be filled by a unanimous vote of the remaining members of the Linde PLC Board, provided that (i) if such vacancy relates to a Linde Class Director, if the Linde PLC Board fails to fill such vacancy within three (3) months, such vacancy may be filled by an individual nominated and appointed by a majority of the remaining Linde Class Directors, and (ii) if such vacancy relates to a Praxair Class Director, if the Linde PLC Board fails to fill such vacancy within three (3) months, such vacancy shall be filled by an individual nominated and appointed by a majority of the remaining Praxair Class Directors. Under the Post-Completion Linde PLC Articles, directors will stand for election at each annual shareholders' meeting.

After the Integration Phase, the Post-Completion Linde PLC Articles or charters of the committees, as applicable, shall, subject to changes duly approved by the shareholders following the Completion of the Business Combination, provided that the Linde PLC Board will, upon recommendations of the nomination and governance committee, propose nominees for election to the Linde PLC Board at Linde PLC's annual shareholders' meeting without having regard to the specific ratio of members who are Linde Class Directors or Praxair Class Directors.

(3) Board Committees

The Linde PLC Board shall have the following committees, which shall have the following roles and responsibilities:

(i) Executive Committee

The Linde PLC Board shall have an executive committee (the **Linde PLC Board Executive Committee**), which shall during the Integration Phase be comprised of two (2) Linde

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Class Directors (one (1) of whom will be the chairman of the Linde PLC Board, so long as the chairman is a Linde Class Director) and two (2) Praxair Class Directors (one (1) of whom will be the Linde PLC CEO (as defined in Section 5.1.3(2), so long as the Linde PLC CEO is a Praxair Class Director). During the Integration Phase, the Linde PLC Board Executive Committee shall be chaired by the chairman of the Linde PLC Board. The role and responsibilities of the Linde PLC Board Executive Committee shall be established by the Linde PLC Board, set forth in a written charter, shall be reviewed from time to time by the Linde PLC Board for appropriateness, and shall include initially, among others:

Evaluating and approving any investments, acquisitions, partnerships or divestments requiring Linde PLC Board approval, that in each case arises between regularly scheduled Linde PLC Board meetings and are within value thresholds specified by the Linde PLC Board;

Evaluating and approving any financing or other capital markets transactions requiring Linde PLC Board approval, that in each case arises between regularly scheduled Linde PLC Board meetings and are within value thresholds specified by the Linde PLC Board;

During the interval between regularly scheduled Linde PLC Board meetings, acting upon any other such matters within the competencies of the Linde PLC Board that are within value thresholds specified by the Linde PLC Board and, in the opinion of the chairman of the Linde PLC Board, should not be postponed until the next regularly scheduled Linde PLC Board meeting;

During the Integration Phase, evaluating and approving any material lay-offs, unless such action is consistent with the Integration Plan (as defined in Section 5.1.3(4)) or otherwise requires full Linde PLC Board approval;

During the Integration Phase, evaluating and approving any divestitures of (A) all or substantially all of the Linde PLC Group's business in any country, (B) all or substantially all of any business line of the Linde PLC Group, or (C) any business that is otherwise material to the Linde PLC Group, in each case, unless such action is consistent with the Integration Plan (as defined in Section 5.1.3(4)) or otherwise requires full Linde PLC Board approval; and

During the Integration Phase, evaluating and approving (i) any nomination, removal or appointment of any member of the Management Committee (as defined in Section 5.1.3(5)) or any direct report to the Linde PLC CEO (as defined in Section 5.1.3(2)) or to a member of the Management Committee (as described in Section 5.1.3(5)), (ii) any change in the responsibilities delegated or assigned to any member of the Management Committee, or (iii) any change of the line of reporting for any member of the Management Committee.

(ii) Audit Committee

The Linde PLC Board shall have an audit committee (the **Linde PLC Board Audit Committee**), which shall during the Integration Phase be comprised of three (3) Linde Class Directors appointed by a majority of the Linde Class Directors and three (3) Praxair Class Directors appointed by a majority of the Praxair Class Directors. During the Integration Phase, the Linde PLC Board Audit Committee shall be chaired by a Linde Class Director appointed by a majority of Linde Class Directors. All members of the Linde PLC Board Audit Committee shall be independent directors, as defined under applicable rules of the NYSE and Section 10 of the Exchange Act, and the Linde PLC Board Audit Committee shall have at least one (1) member who satisfies the definition of "audit committee financial expert" as defined in Item 407(d)(5)(ii) of Regulation S-K under the U.S. Securities Act of 1933, as amended. The role and responsibilities of the Linde PLC Board Audit Committee

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shall be established by the Linde PLC Board, set forth in a written charter, and shall be reviewed from time to time by the Linde PLC Board for appropriateness and shall include initially, among others:

Assisting the Linde PLC Board in its oversight of (w) the integrity of Linde PLC's financial statements, (x) Linde PLC's compliance with legal and regulatory requirements, (y) the independent auditor's qualifications and independence and (z) the performance of Linde PLC's internal audit functions and independent auditors;

Recommending to the shareholders of Linde PLC the approval of Linde PLC's independent auditor; and

Preparing the report of the Linde PLC Board Audit Committee for inclusion in Linde PLC's proxy statement.

(iii) **Nomination and Governance Committee**

The Linde PLC Board shall have a nomination and governance committee (the **Linde PLC Board Nomination and Governance Committee**), which shall during the first Integration Phase be comprised of three (3) Linde Class Directors appointed by a majority of the Linde Class Directors and three (3) Praxair Class Directors appointed by a majority of the Praxair Class Directors. During the Integration Phase, the Linde PLC Board Nomination and Governance Committee shall be chaired by a Praxair Class Director appointed by a majority of Praxair Class Directors. All members of the Linde PLC Board Nomination and Governance Committee shall be independent directors, as defined under applicable rules of the NYSE and Section 10 of the Exchange Act. The role and responsibilities of the Linde PLC Board Nomination and Governance Committee shall be established by the Linde PLC Board, set forth in a written charter, and shall be reviewed from time to time by the Linde PLC Board for appropriateness, and shall include initially, among others:

Identifying individuals qualified to become Linde PLC Board members;

Selecting, or recommending that the Linde PLC Board select, the director nominees for Linde PLC's next annual shareholders' meeting;

Developing and recommending to the Linde PLC Board a set of corporate governance guidelines; and

Overseeing the evaluation of the performance of the Linde PLC Board.

(iv) **Compensation Committee**

The Linde PLC Board shall have a compensation committee (the **Linde PLC Board Compensation Committee**), which shall during the Integration Phase be comprised of three (3) Linde Class Directors appointed by a majority of the Linde Class Directors and three (3) Praxair Class Directors appointed by a majority of the Praxair Class Directors. During the Integration Phase, the Linde PLC Board Compensation Committee shall be chaired by a Praxair Class Director appointed by a majority of the Praxair Class Directors. All members of the Linde PLC Board Compensation Committee shall be independent directors, as defined under applicable rules of the NYSE and Section 10 of the Exchange Act. The role and responsibilities of the Linde PLC Board Compensation Committee shall be established by the Linde PLC Board, set forth in a written charter, and shall be reviewed from time to time by the Linde PLC Board for appropriateness and shall include initially, among others:

Reviewing and approving corporate goals and objectives relevant to the Linde PLC CEO's compensation, evaluating the Linde PLC CEO performance in light of those goals and objectives and, either as a committee or together with the other independent directors, determining and approving the Linde PLC CEO's compensation;

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Reviewing and approving the compensation of the members of the Management Committee, and making recommendations to the Linde PLC Board with respect to other executive compensation and any incentive or equity based compensation plans, in each case that are subject to Linde PLC Board approval;

Preparing the report of the Compensation Committee for inclusion in Linde PLC's proxy statement;

Evaluating the performance of the Linde PLC CEO and members of the Management Committee; and

Developing succession plans for the Linde PLC CEO and the members of the Management Committee, with the counsel of the chairman of the Linde PLC Board.

(4) Linde PLC CEO

The Linde PLC Board shall establish the roles and responsibilities of the Linde PLC CEO and shall review them from time to time for appropriateness. However, at Completion of the Business Combination, the roles and responsibilities of the Linde PLC CEO shall be, among others:

Managing and directing the Management Committee;

After the Integration Phase, appointing and removing members of the Management Committee with the counsel of the Linde PLC Board;

Managing the business of the Linde PLC Group together and with the counsel of the members of the Management Committee;

Preparing a global strategy, a strategic plan, operational business plan and performance targets, together and with the counsel of the Management Committee;

Presenting to the Linde PLC Board the integration plan (the **Integration Plan**) for the Integration Efforts (as defined immediately below) and any significant changes thereto;

Reporting to the Linde PLC Board on the progress of the integration of the business of Linde and its subsidiaries and Praxair and its subsidiaries (the **Integration Efforts**);

Directing the implementation and execution of the strategic plans approved by the Linde PLC Board, together and with the counsel of the Management Committee; and

Working closely together with the chairman of the Linde PLC Board and keeping the chairman of the Linde PLC Board and the remainder of the Linde PLC Board reasonably informed regarding the activities of the Linde PLC Group.

At Completion of the Business Combination, Stephen F. Angel shall serve as the initial Linde PLC CEO.

(5) Management Committee

From and following the Completion of the Business Combination, a management committee (the **Management Committee**) will be established for the Linde PLC Group which will be comprised of six (6) executive officers of the Linde PLC Group that report to the Linde PLC CEO. The Management Committee will not be a corporate body or organ of Linde PLC and will not be a committee or organ of the Linde PLC Board. The members of the Management Committee will be titled Executive Officers. The role and responsibilities of the Management Committee will be established by the Linde PLC CEO, will be reviewed from time to time by the Linde PLC Board for appropriateness and shall include initially, among others:

Delivering operating results against the strategic plans, operational business plans, performance targets, annual budgets and safety and compliance standards for the Linde PLC Group approved by the Linde PLC Board;

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Managing the business of the subsidiaries of Linde PLC under the direction of the Linde PLC CEO;

Directing the implementation and execution of the strategic decisions made by the Linde PLC Board, within the mandate provided by the Linde PLC Board under the direction of the Linde PLC CEO; and

Ensuring internal alignment for cohesive and consistent communication both internally and externally to stakeholders.

The composition of the Management Committee is further described in Section 9.2.3.

- (6) Further information on Linde PLC's governance following the Completion of the Business Combination

Further information on Linde PLC's governance after the Completion of the Business Combination can be found in section *16.63 Corporate Governance of Linde plc After the Business Combination* of **Annex 3**.

5.1.4 Current shareholder structure of Linde PLC

- (1) Enceladus

Enceladus Holding Limited, a private company limited by shares formed under the laws of Ireland and having its registered address at Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland (**Enceladus**) is, together with Cumberland (as defined in this Section 5.1.4(2)), currently one (1) of the two (2) sole shareholders of Linde PLC, holding twelve thousand five hundred (12,500) A ordinary shares with a nominal value of EUR 1.00 each in the capital of Linde PLC.

Enceladus was incorporated on July 6, 2011. As an Irish private company limited by shares, Enceladus has full and unlimited corporate capacity to carry on and undertake any business or activity and do any act or transaction, subject to compliance with applicable law.

Enceladus is wholly owned by the Irish law firm Arthur Cox, a legal counsel of Praxair in connection with the Business Combination. Arthur Cox is a partnership formed under Irish law, with its corporate seat in Dublin, Ireland, and with approx. 100 partners, none of whom has a controlling influence on the partnership. Enceladus was established as a corporate services provider to facilitate corporate transactions of clients of Arthur Cox and is managed by its board of directors.

Enceladus has three (3) directors, each of whom is a partner of Arthur Cox. Enceladus and its board of directors will use their voting rights in Linde PLC solely as described in this Offer Document to enable Linde PLC and the board of directors of Linde PLC to fulfill their respective duties and obligations undertaken and described in this Offer Document and the Business Combination Agreement.

(2) Cumberland

Cumberland Corporate Services Limited, a private company limited by shares formed under the laws of Ireland and having its registered address at 6th Floor, 2 Grand Canal Square, Dublin 2, Ireland (**Cumberland**), is, together with Enceladus, currently one (1) of the two (2) sole shareholders of Linde PLC, holding twelve thousand five hundred (12,500) A ordinary shares with a nominal value of EUR 1.00 each in the capital of Linde PLC.

Cumberland was incorporated on January 3, 2003. As an Irish private company limited by shares, Cumberland has full and unlimited corporate capacity to carry on and undertake any business or activity and do any act or transaction, subject to compliance with applicable law.

Cumberland, through Lower Mount Limited (Ireland), Frymount Limited (Ireland) and William Fry Limited (Ireland), is wholly directly and indirectly owned by the Irish law firm William Fry, a legal counsel of Linde in connection with the Business Combination. William Fry is a partnership formed

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under Irish law, with its corporate seat in Dublin, Ireland, and with approx. 80 partners, none of whom has a controlling influence on the partnership. Cumberland was established as a corporate services provider to facilitate corporate transactions of clients of William Fry and is managed by its board of directors.

Cumberland has three (3) directors, each of whom is a partner of William Fry. Cumberland and its board of directors will use their voting rights in Linde PLC solely as described in this Offer Document to enable Linde PLC and the board of directors of Linde PLC to fulfill their respective duties and obligations undertaken and described in this Offer Document and the Business Combination Agreement.

5.1.5 Subsidiaries; (future) subsidiaries Linde and Praxair

As at the time of publication of this Offer Document, Linde PLC does not hold any equity interest in any other legal entity, except for Linde Holding GmbH, Linde Intermediate Holding AG, Zamalight Holdco LLC and Zamalight Subco, Inc. However, Praxair and Linde will become direct or indirect subsidiaries of Linde PLC following the Completion of the Business Combination. Praxair will become an indirect subsidiary of Linde PLC on Completion of the Business Combination; Linde is expected to become an indirect subsidiary of Linde PLC shortly after Completion of the Business Combination. See Section 6 as well as the section *16 Business And Certain Information About Linde plc* of **Annex 3** for a more detailed description of Linde. See Section 7 as well as the section *18 Business And Certain Information About Praxair* of **Annex 3** for a more detailed description of Praxair.

5.2 Persons acting jointly with the Bidder

As parties to the Business Combination Agreement, Praxair, Linde, Zamalight Holdco LLC and Zamalight Subco, Inc. are persons acting jointly with the Bidder pursuant to Section 2 para. 5 sentence 1 Takeover Act. As subsidiaries of the Bidder, Linde Holding GmbH, Linde Intermediate Holding AG, Zamalight Subco LLC and Zamalight Subco, Inc. are deemed to be persons acting jointly with the Bidder pursuant to Section 2 para. 5 sentence 3 Takeover Act. A list of persons acting jointly with the Bidder is included in **Annex 1**.

Except for the aforementioned, there are no persons acting jointly with the Bidder within the meaning of Section 2 para. 5 Takeover Act at the time of publication of this Offer Document.

5.3 Linde Shares held by the Bidder and Persons acting jointly with the Bidder as well as their subsidiaries and voting rights attributable to these entities

The Bidder, the persons acting jointly with the Bidder, as well their subsidiaries, neither directly nor indirectly hold any Linde Shares (except for the 95,109 Linde Treasury Shares held by Linde), representing approximately 0.05% of Linde's registered share capital as of the date of publication of this Offer Document. Furthermore, no voting rights with regard to Linde are attributed to them pursuant to Section 30 Takeover Act.

Neither the Bidder and persons acting jointly with the Bidder pursuant to Section 2 para. 5 Takeover Act as well as their subsidiaries directly or indirectly hold instruments or other voting shares notifiable pursuant to Sections 25, 25a Securities Trading Act at the time of the publication of this Offer Document.

5.4 Disclosures concerning securities transactions

During the period starting six (6) months prior to the publication of the decision to launch the Exchange Offer on June 1, 2017 and ending with the publication of this Offer Document on August 15, 2017, neither the Bidder, nor persons acting jointly with the Bidder within the meaning of Section 2

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para. 5 Takeover Act nor their subsidiaries have purchased any Linde Shares or concluded an agreement, on the basis of which they would be entitled to claim the transfer of Linde Shares.

5.5 Parallel Acquisitions

The Bidder reserves the right, to the extent legally permissible, to directly or indirectly acquire additional Linde Shares outside the Exchange Offer on or off the stock exchange. To the extent that such acquisitions take place, information about such acquisitions will be published without undue delay in accordance with applicable law, including without limitation in accordance with Sections 14 para. 3, 23 para. 2 of the Takeover Act, on the internet at <http://www.lindepraxairmerger.com>, in the German Federal Gazette (*Bundesanzeiger*) and by way of an English language press release in the United States stating the number and consideration paid or agreed to be paid for the Linde Shares so acquired or agreed to acquire.

5.6 Irrevocable Undertakings from members of the executive board of Linde and the supervisory board of Linde

All members of the executive board of Linde and all shareholder representative members of the supervisory board of Linde, holding Linde Shares, committed themselves towards Linde to accept the Exchange Offer for the Offer Consideration and without any additional benefits in respect of 85,948 Linde Shares, representing approximately 0.05 % of Linde's voting rights and registered share capital.

These commitments will cease to be binding if the Exchange Offer lapses or is withdrawn or if either of the Linde boards or the Praxair board of directors changes or withdraws its recommendation of (or its intention to recommend) the Exchange Offer or the Merger, respectively.

5.7 Linde Holding GmbH and Linde Intermediate Holding AG

At the Settlement of the Exchange Offer, all Tendered Linde Shares (as defined in Section 13.2(2)) and, where appropriate, the Linde Shares put to the Bidder (as defined in Section 16.5) will be transferred into a securities account of the Bidder (see Section 13).

Immediately following this transfer, all or most of the Tendered Linde Shares (as defined in Section 13.2(2)) and, where appropriate, the Linde Shares put to the Bidder (as defined in Section 16.5) are intended to be transferred to a German subsidiary of the Bidder in the form of a German limited private company (*Gesellschaft mit beschränkter Haftung*) (**Linde Holding GmbH**). Linde Holding GmbH was incorporated by registration on July 26, 2017. Its registered seat is in Munich, Germany and it is registered in the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Munich under the commercial register number HRB 234787.

Following this transfer from the Bidder to Linde Holding GmbH, it is intended for the Linde Holding GmbH to transfer all or most of the Tendered Linde Shares (as defined in Section 13.2(2)) and where appropriate all or most of the Linde Shares put to the Bidder (as defined in Section 16.5) to a German subsidiary of Linde Holding GmbH in the form of a German stock corporation (*Aktiengesellschaft*) (**Linde Intermediate Holding AG**). Linde Intermediate Holding AG was incorporated by registration on July 28, 2017. Its registered seat is in Munich, Germany and it is registered in the commercial register (*Handelsregister*) of the local court (*Amtsgericht*) of Munich under the commercial register number HRB 234880.

Linde Holding GmbH and Linde Intermediate Holding AG are persons acting jointly with the Bidder within the meaning of Section 2 para. 5 sentence 3 Takeover Act (see Section 5.2).

Linde Intermediate Holding AG commits to support the Bidder in implementing the intentions of the Bidder as described in Section 9 with regard to Linde following settlement of this Exchange Offer. In particular, Linde Intermediate Holding AG undertakes to exercise voting and other membership rights

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of the acquired Linde Shares in accordance with the intentions described in this Exchange Offer Document. Accordingly, Linde Intermediate Holding AG considers the views as presented in Section 9 also as its own view.

Linde Holding GmbH and Linde Intermediate Holding AG have not engaged in any activities as of the date of the publication of the Offer Document, other than those incidental to their formation.

6. Description of Linde

6.1 Legal basis of Linde

Linde is a listed German stock corporation (*Aktiengesellschaft*) with its registered seat in Munich, Germany, registered in the commercial register (*Handelsregister*) of the local court of Munich under HRB 169850. Linde's principal executive offices are located at Klosterhofstraße 1, 80331 Munich, and its telephone number at that location is +49 89 3575701.

Article 2 of Linde's Articles of Association describes the corporate purpose of Linde as follows:

- (1) The object of Linde is:
 - (i) the manufacture and sale of industrial and other gases and their secondary products and the construction, acquisition, sale and operation of plants in which industrial and other gases are manufactured or used;
 - (ii) the manufacture and sale of products in the field of apparatus and mechanical engineering;
 - (iii) the manufacture and sale of products in the field of medical technology, of pharmaceutical products and of other products in the healthcare area; and
 - (iv) the design and construction, acquisition, sale and operation of industrial process and other industrial plants, facilities in the healthcare area as well as plants for research purposes.
- (2) The company is entitled to take any measures and actions that are related or appropriate to directly or indirectly serve the object of the company. This includes research and development as well as cooperation with third parties in the fields stated in (1) above. The company is entitled to trade and provide services of any kind in the fields named in (1) above. It can also limit its activities to individual fields stated in (1) above. The company can establish branch offices in Germany and abroad, establish, acquire and invest in other companies, especially companies that are engaged, in whole or in part, in the aforementioned fields. The company can change the structure of companies in which it owns investments, unite such companies under common management, or restrict its activities

to their management or administration, and dispose of holdings and investments. It can outsource its operations to affiliates, in whole or in part.

6.2 Share capital, Linde Treasury Shares, authorized capital, conditional capital and Linde long term incentive plan LTIP

6.2.1 Share capital

As of the date of the publication of this Offer Document, the share capital of Linde amounted to EUR 475,476,940.80, divided into 185,733,180 bearer shares, without par value, each representing a pro rata amount of the share capital of EUR 2.56.

As of the publication of this Offer Document, the Linde Shares are admitted to trading on the regulated market (*Regulierter Markt*) of the Frankfurt Stock Exchange (*Prime Standard*) (ISIN DE0006483001) and others and are included, among others, in the DAX 30.

6.2.2 Linde Treasury Shares

Currently, Linde directly holds 95,109 Linde Shares (representing approximately 0.05% of Linde's registered share capital) as treasury shares (the **Linde Treasury Shares**). In accordance with the

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Blocked Account Agreement (as defined in Section 14.1) entered into between the Bidder, Linde, and the custodian bank that holds custody of the Linde Treasury Shares (the **Linde Custodian Bank**), the Linde Custodian Bank has undertaken that it (i) will not transfer the Linde Treasury Shares from the account to another account of Linde, or any third parties and (ii) will not execute any order by Linde to sell or transfer the Linde Treasury Shares (including, for the avoidance of doubt, through an acceptance of the Exchange Offer).

6.2.3 Authorized capital I

The executive board is authorized, with the consent of the supervisory board of Linde, to increase the share capital until May 28, 2018 by up to EUR 47,000,000 by issuing (once or several times) a total of up to 18,359,375 new no-par-value bearer shares with a proportionate interest in the share capital of EUR 2.56 each against a cash contribution and/or a contribution in kind. In principle, the new no-par-value shares have to be offered to the shareholders for subscription.

However, the executive board of Linde is authorized, with the consent of the supervisory board of Linde:

- (1) to exclude the subscription right of shareholders with respect to fractional amounts and also to exclude the subscription right to such extent as may be required in order to grant to holders of option and/or conversion rights, or conversion obligations, respectively, issued by Linde or its direct or indirect subsidiaries a subscription right to new no-par-value shares in such amount as they would be entitled to following exercise of the option and/or conversion rights and/or following fulfillment of a conversion obligation, respectively.
- (2) to exclude the subscription right of the shareholders if, in the case of a capital increase against cash contributions, the new shares are issued at an issue price which at the time of final determination of the issue price (which is to take place as close as possible to the time of the placement of the no-par-value shares) is not significantly below the stock exchange price of the no-par-value shares of the same kind which are already publicly traded, and the proportion of the share capital which mathematically is represented by the issued shares does not exceed in aggregate 10 % of the share capital, neither at the time this authorization takes effect nor at the time of the exercise thereof. The proportion of the share capital represented by any other shares which have been or will be issued in the context of servicing option and/or convertible bonds must be mathematically taken into account in this maximum limit of 10 % of the share capital. This proportion shall, however, only be taken into account to the extent that the option and/or convertible bonds are issued in analogous application of Section 186 para. 3 sentence 4 German Stock Corporation Act (*Aktiengesetz*) excluding the subscription right of the shareholders during the term of this authorization. The share capital which mathematically is represented by those shares which, during the term of the authorization pursuant to or in analogous application of Section 186 para. 3 sentence 4 German Stock Corporation Act, are issued on the basis of an authorized capital, or following a repurchase are sold as treasury shares, shall also be taken into account;
- (3) to exclude the subscription right in the case of capital increases against contributions in kind, and in particular where such capital increases are effected for the purpose of acquiring businesses, parts of

businesses or stakes in business entities or in the course of corporate mergers;

- (4) to exclude the subscription right for an amount of up to EUR 3,500,000 to the extent necessary in order to issue shares to employees of Linde and/or its affiliates under exclusion of the shareholders subscription rights; and
- (5) to determine the further details of the capital increase and its implementation. The new shares may also be subscribed by certain credit institutions to be determined by the executive board which are subject to the obligation to offer such shares to the shareholders (indirect subscription right).

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6.2.4 Authorized capital II

The executive board is authorized, with the consent of the supervisory board of Linde, to increase the share capital until May 2, 2021 by up to EUR 47,000,000 by issuing (once or several times) a total of up to 18,359,375 new no-par-value bearer shares with a proportionate interest in the share capital of EUR 2.56 each against a cash contribution and/or a contribution in kind. In principle, the new no-par-value shares have to be offered to the shareholders for subscription.

However, the executive board of Linde is authorized, with the consent of the supervisory board of Linde:

- (1) to exclude the subscription right of shareholders with respect to fractional amounts and also to exclude the subscription right to such extent as may be required in order to grant to holders of option and/or conversion rights, or conversion obligations, respectively, issued by Linde or its direct or indirect subsidiaries a subscription right to new no-par-value shares in such amount as they would be entitled to following exercise of the option and/or conversion rights and/or following fulfillment of a conversion obligation, respectively.
- (2) to exclude the subscription right of the shareholders if, in the case of a capital increase against cash contributions, the new shares are issued at an issue price which is not significantly below the stock exchange price of the no-par-value shares of the same kind which are already publicly traded, and the proportion of the share capital which mathematically is represented by the issued shares does not exceed in aggregate 10 % of the share capital, neither at the time this authorization takes effect nor at the time of the exercise thereof. The proportion of the share capital represented by any other issue of shares in the context of servicing option and/or convertible bonds must be mathematically taken into account in these 10 % of the share capital. This proportion shall, however, only be taken into account to the extent that the option and/or convertible bonds are issued in analogous application of Section 186 para. 3 sentence 4 German Stock Corporation Act excluding the subscription right of the shareholders during the term of this authorization. The share capital which mathematically is represented by those shares which, during the term of the authorization pursuant to or in analogous application of Section 186 para. 3 sentence 4 German Stock Corporation Act, are issued on the basis of an authorized capital, or following a reacquisition are sold as treasury shares, shall also be taken into account;
- (3) to exclude the subscription right in the case of capital increases against contributions in kind, and in particular where such capital increases are effected for the purpose of acquiring businesses, parts of businesses or stakes in business entities, in the course of corporate mergers or any contribution of other assets including receivables against Linde; and
- (4) to determine the further details of the capital increase and its implementation. The new shares may also be subscribed by certain credit institutions determined by the executive board subject to the obligation to offer such shares to the shareholders (indirect subscription right).

6.2.5 Conditional capital 2013

Linde's share is conditionally increased by up to EUR 47,000,000 by issuing up to 18,359,375 new no-par-value bearer shares, with a pro rata amount of the share capital attributable to each share of EUR 2.56 each.

The conditional increase in capital shall be implemented only to the extent (i) that the bearers or holders of conversion or option rights which exist or are attached to convertible bonds or bonds with warrants issued by Linde or by group affiliates controlled by Linde up until May 28, 2018 based on the authorization resolution of the Annual General Meeting of May 29, 2013 exercise their conversion and/or option rights, or (ii) that the bearers or holders obligated to conversion of convertible bonds issued up until May 28, 2018 by Linde or by group affiliates controlled by Linde based on the authorization resolution of the Annual General Meeting of May 29, 2013 fulfill their conversion obligation, in cases

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(i) and (ii) in each instance provided that no treasury shares are used to service such rights. The new shares are issued at the option or conversion price, as the case may be, to be determined in accordance with the above authorization resolution. The new shares shall be entitled to participate in the profit as of the beginning of the business year in which they are issued as a result of the exercise of conversion or option rights or as a result of compliance with conversion obligations. The executive board of Linde is authorized, with the consent of the supervisory board of Linde, to determine all further details regarding the implementation of the conditional increase in capital.

As of the date of the publication of this Offer Document, the Conditional Capital 2013 has not been used.

6.2.6 Conditional capital 2012

Linde's share capital is conditionally increased by up to EUR 10,240,000 by the issuance of up to 4,000,000 new no-par-value bearer shares with a pro-rata amount of the share capital attributable to each share of EUR 2.56 each.

The conditional capital increase is resolved solely for the purpose of granting subscription rights (share options) to members of the executive board of Linde, to members of management bodies of affiliated companies in Germany and abroad, and to selected executives of Linde and affiliated companies in Germany and abroad, in accordance with the authorizing resolution of the Annual General Meeting of May 4, 2012. It shall only be implemented if and to the extent subscription rights are exercised in accordance with this authorizing resolution and Linde does not pay cash or grant treasury shares in return. New shares which are issued upon exercise of subscription rights shall be entitled to profit participation for that financial year for which a resolution on the appropriation of the balance sheet profit has not been passed at the time when the shares were issued.

As of the date of the publication of this Offer Document, the Conditional Capital 2012 has not been used.

6.2.7 Linde Long Term Incentive Plan LTIP

As of August 8, 2017, Linde has granted equity awards under its share-based incentive program for executives, the Long Term Incentive Plan (2012) (the **Linde LTIP**), in the form of 1,209,269 stock options and 128,760 matching share rights of which as of August 8, 2017, 1,026,940 stock options and 100,853 matching share rights were outstanding. For details on the Linde LTIP and its treatment in connection with the Business Combination please refer to Section 18.3.

6.3 Overview of the business activities of the Linde Group

The Linde Group is comprised of three (3) divisions: (i) The Gases Division's three (3) geographical reporting segments Europe, Middle East and Africa (**EMEA**), Asia/Pacific (**APAC**), and Americas, (ii) the Engineering Division, and (iii) Other Activities.

In the Gases Division, Linde offers compressed and liquefied gases as well as chemicals. The segment is further split up into industrial gases and medical gases. Gases manufactured by Linde are used in the energy sector, steel production, chemical processing, environmental protection and welding, as well as in food processing, glass production and electronics. Furthermore, Linde is expanding its business with

the healthcare industry and is a participant in the development of environmentally friendly hydrogen technology.

In the Gases Division's EMEA segment, Linde mainly owns larger operating facilities in Algeria, Austria, Bulgaria, Croatia, the Czech Republic, Denmark, Estonia, Finland, France, Germany, Greece, Hungary, Ireland, Italy, Lithuania, the Netherlands, Norway, Poland, Portugal, Romania, Russia, Saudi Arabia, Slovakia, South Africa, Spain, Sweden,

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Switzerland, Turkey and the United Kingdom. Its facilities in the EMEA segment include approximately 250 plants, of which approximately 150 are cryogenic air separation plants, approximately 70 are hydrogen plants and approximately 30 are carbon dioxide plants. Smaller compact plants for air gases are not included in these figures. Additional plants are operated in cooperation with joint-venture partners.

In the Gases Division's Americas segment, Linde mainly owns larger operating facilities in Argentina, Brazil, Canada, Chile, Colombia, Ecuador, Mexico, the United States and Venezuela. Its facilities in the Americas segment include approximately 120 plants, of which approximately 60 are cryogenic air separation plants, approximately 30 are hydrogen plants and approximately 30 are carbon dioxide plants. Smaller compact plants for air gases are not included in these figures. Additional plants are operated in cooperation with joint-venture partners.

In the Gases Division's APAC segment, Linde mainly owns larger operating facilities in Australia, Bangladesh, China, Hong Kong, India, Indonesia, South Korea, Malaysia, New Zealand, Pakistan, the Philippines, Singapore, Sri Lanka, Taiwan, Thailand and Vietnam. Its facilities in the Asia/Pacific segment include approximately 170 plants, of which approximately 110 are cryogenic air separation plants, approximately 40 are hydrogen plants and approximately 20 are carbon dioxide plants. Smaller compact plants for air gases are not included in these figures. Additional plants are operated in cooperation with joint-venture partners.

The Engineering Division designs, and constructs turnkey process plants for third-party customers as well as for the Linde Group's Gases Division in many locations worldwide, such as olefin plants, natural gas plants, air separation plants, hydrogen and synthesis gas plants. It owns major offices in Pullach and Dresden, Germany, and leases major offices in Houston, Texas and Tulsa, Oklahoma, United States; Samara, Russia; Vadodara, India and Hangzhou, China. Special plant components are produced in owned factories in Pullach and Tacherting, Germany; Pfungen, Switzerland; Hesingue, France; Tulsa, Oklahoma, United States and Dalian, China. Linde uses major equipment in its factories, including metal processing machines, special metal welding fixtures, braze ovens, pressure test, heavy load cranes and trucks. The Engineering Division's owned research and development center is located in Pullach, Germany.

In its Other Activities segment, Linde comprises the operations of Gist, a logistics services company. Gist operates principally in the United Kingdom and in Ireland. The company distributes chilled food and beverages. Due to the plans to sell Gist, the Business has been reported as discontinued operations in Linde Group's consolidated financial statements.

Pursuant the group income statement for the fiscal year ended December 31, 2016 for the Linde Group prepared in accordance with IFRS as adopted by the European Union, revenue amounted to EUR 16,948 million, with an operating profit before finance income and finance costs and income taxes (EBIT) of EUR 2,075 million, an operative Group profit from continuing operations of EUR 4,098 and a profit after income taxes of EUR 1,327 million.

In the fiscal year ended December 31, 2016, the Linde Group generated revenues of around EUR 14,892 million in its Gases Division segment and around EUR 2,351 million in its Engineering Division segment and around EUR 602 million in its Other Activities segment.

6.4 Governing bodies of Linde

The governing bodies of Linde are the executive board and the supervisory board.

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6.4.1 Executive board

The executive board of Linde consists of the following members:

Prof. Dr. Aldo Belloni (Chief Executive Officer);

Dr. Christian Bruch (Head of Linde Engineering);

Bernd Eulitz (Head of EMEA Gases);

Sanjiv Lamba (Head of APAC Gases); and

Dr. Sven Schneider (Chief Financial Officer).

6.4.2 Supervisory board

The supervisory board of Linde consists of the following members:

Prof. Dr. Wolfgang Reitzle (Chairman);

Hans-Dieter Katte (Deputy Chairman);

Franz Fehrenbach (Second Deputy Chairman);

Prof. Dr. Dr. Ann-Kristin Achleitner;

Dr. Clemens Börsig;

Anke Couturier;

Dr. Thomas Enders;

Gernot Hahl;

Dr. Martin Kimmich;

Dr. Victoria Ossadnik;

Xaver Schmidt; and

Frank Sonntag.

6.5 Shareholder structure of Linde

To the knowledge of Linde PLC (after due inquiry of Linde), 3 % or more of the voting rights from issued Linde Shares are to be economically attributed to no person other than the shareholders listed below. The information presented below derives from the filings as published by Linde on the website <http://www.the-linde-group.com/de/> under the section *Investor Relations/Linde Aktien/Stimmrechtsmitteilungen* (as of August 8, 2017):

Shareholders	Shareholdings
BlackRock, Inc.	5.37% ¹
Eric Mandelblatt, Soroban Capital GP LLC,	5.33% ²
Norges Bank	5.14%
Massachusetts Financial Services Company (MFS)	4.98%
Dodge & Cox International Stock Fund	3.03%

¹ Voting rights pursuant to Section 21 para. 1 sent. 1 Securities Trading Act (5.32 %) and instruments pursuant to Section 25 para. 1 no. 1 (securities loan, 0.03 %) and Section 25 para. 1 no. 2 Securities Trading Act (contract for difference, 0.02 %).

² Instruments pursuant to Section 25 para. 1 no. 1 Securities Trading Act (call option, 3.5 %) and Section 25 para. 1 no. 2 Securities Trading Act (total return swap, 1.83 %).

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6.6 Persons acting jointly with Linde

The Bidder, Praxair, Zamalight Holdco LLC and Zamalight Subco, Inc., as a result of the Business Combination Agreement (see Section 8.3), are persons deemed to be acting jointly with Linde pursuant to Section 2 para. 5 sentence 1 Takeover Act. In addition, the persons acting jointly with Linde within the meaning of Section 2 para. 5 sentence 3 Takeover Act are listed in **Annex 2**. There are no other persons acting jointly with Linde within the meaning of Section 2 para.5 Takeover Act.

6.7 Reasoned statement(s) by the executive board and the supervisory board of Linde

Pursuant to Section 27 para. 1 Takeover Act, the executive board and the supervisory board of Linde must issue a reasoned statement or a joint reasoned statement regarding the Exchange Offer and any of its amendments. The executive board and the supervisory board of Linde must publish the reasoned statement without undue delay following the receipt of this Offer Document and its amendments from the Bidder pursuant to Section 14 para. 3 sentence 1 Takeover Act.

The executive board and the supervisory board of Linde will publish promptly (*unverzüglich*) after publication of this Offer Document a (joint, if desired) reasoned statement pursuant to Section 27 para. 3, 14 para. 3 Takeover Act (together or each, the **Reasoned Statement**) and support the Exchange Offer in the Reasoned Statement.

6.8 Employees of Linde

As of June 30, 2017, Linde employed 58,649 people.

7. Description of Praxair

7.1 Legal basis of Praxair

Praxair was founded in 1907. Praxair became an independent publicly traded company in 1992 and is a listed stock corporation incorporated under the laws of the State of Delaware, United States. Praxair has perpetual existence.

Praxair's principal executive offices are located at 10 Riverview Drive, Danbury, Connecticut 06810-5113, United States and its telephone number at that location is +1-203-837-2000. The address of its registered office in the State of Delaware is 251 Little Falls Drive, in the City of Wilmington, County of New Castle, 19808. The name of the registered agent at such address is The Corporation Trust Company.

Article 3 of Praxair's Certificate of Incorporation Association describes the purpose of Praxair as follows: The nature of the business or purposes to be conducted or promoted by the Corporation is to conduct any lawful business, to exercise any lawful purpose and power and to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware, as the same may be amended from time to time.

7.2

Share capital, Praxair treasury shares, authorized capital, conditional capital and Praxair stock option plans

7.2.1 Share capital

Praxair is authorized to issue up to 800,000,000 shares of Praxair common stock (the **Praxair Shares**), with a par value of USD 0.01 per share. As of August 8, 2017, 383,230,625 Praxair Shares were issued, including 97,165,506 Praxair Shares held in treasury. Holders of Praxair Shares are entitled to receive dividends, in the form and to the extent declared by the Praxair board of directors out of funds legally available for payment, subject to the rights of holders, if any, of Praxair preferred stock. Praxair is authorized to issue up to 25,000,000 shares of preferred stock, with a par value of USD 0.01 per share. Currently, no shares of Praxair preferred stock are outstanding.

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Subject to possible restrictions on voting rights, each outstanding Praxair Share entitles its holder to one vote. Subject to the rights, if any, of the holders of any series of preferred stock outstanding and subject to applicable law, all voting rights are vested in the holders of Praxair Shares.

All of the outstanding Praxair Shares are fully paid and non-assessable. Holders of Praxair Shares are not granted subscription rights. Praxair Shares may not be converted into shares of other classes of stock.

7.2.2 Stock Options, Restricted Stock Units and Performance Share Units

At the effective time of the Merger, each option to purchase Praxair Shares (the **Praxair Stock Option**) will be converted into an option to purchase Linde PLC Shares (the **Linde PLC Stock Option**) on substantially the same terms and conditions as were applicable to such Praxair Stock Option immediately prior to the effective time of the Merger. The number of Linde PLC Shares subject to each such Linde PLC Stock Option will be equal to the number of Praxair Shares subject to each Praxair Stock Option immediately prior to the effective time of the Merger. Such Linde PLC Stock Option will have the same exercise price per share as the per-share exercise price applicable to such Praxair Stock Option immediately prior to the effective time of the Merger.

At the effective time of the Merger, each restricted stock unit measured in Praxair Shares (the **Praxair RSU**) will be converted into a restricted stock unit denominated in Linde PLC Shares (the **Linde PLC RSU**) on substantially the same terms and conditions as were applicable to such Praxair RSU immediately prior to the effective time of the Merger. The number of Linde PLC Shares subject to each such Linde PLC RSU will be equal to the number of Praxair Shares subject to each Praxair RSU immediately prior to the effective time of the Merger.

At the effective time of the Merger, each performance share unit measured in Praxair Shares (the **Praxair PSU**) will be converted into a Linde PLC RSU on substantially the same terms and conditions as were applicable to such Praxair PSU immediately prior to the effective time of the Merger. The number of Linde PLC Shares subject to each such Linde PLC RSU will be equal to the greater of (i) the target number of Praxair Shares subject to such Praxair PSU and (ii) the target number of Praxair Shares subject to such Praxair PSU determined based on the achievement of the performance goals applicable to such Praxair PSU immediately prior to the effective time of the Merger.

7.3 Overview of the business activities of Praxair Group

Praxair Group is a leading industrial gas company in North and South America and has an established business in Asia and an established business in Europe.

Praxair Group has five (5) segments: North America (**North America**), Europe (**Europe**), South America (**South America**), Asia (**Asia**) and surface technologies (**Surface Technologies**).

North America operates production facilities in the United States, Canada and Mexico, approximately 255 of which are cryogenic air separation plants, hydrogen plants and carbon dioxide plants. There are five (5) major pipeline complexes in North America located in Northern Indiana; Houston, Texas; along the Gulf Coast of Texas; Detroit, Michigan; and Louisiana. Also located throughout North America are noncryogenic air separation plants, packaged gas facilities, specialty gas plants, helium plants and other smaller plant facilities.

Europe has production facilities primarily in Italy, Spain, Germany, the Benelux region, the United Kingdom, Scandinavia and Russia which include approximately 70 cryogenic air separation plants and carbon dioxide plants.

There are three (3) major pipeline complexes in Europe located in Northern Spain and the Rhine and Saar regions of Germany. These pipeline complexes are primarily supplied by cryogenic air separation plants. Also located throughout Europe are noncryogenic air separation plants, packaged gas facilities and other smaller plant facilities.

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South America operates more than 60 cryogenic air separation plants and carbon dioxide plants, primarily located in Brazil. Many of these plants support a major pipeline complex in Southern Brazil. Also located throughout South America are packaged gas facilities and other smaller plant facilities.

Asia has production facilities located primarily in China, South Korea, India and Thailand, approximately 60 of which are cryogenic air separation plants and carbon dioxide plants. Also located throughout Asia are noncryogenic air separation plants, hydrogen, packaged gas and other production facilities.

Surface Technologies provides coating services and manufactures coating equipment at approximately 45 sites. The majority of these sites are located in the United States and Europe, with smaller operations in Asia, and Brazil.

Pursuant to Praxair Group's annual report for the fiscal year ended December 31, 2016, Praxair Group's 2016 revenue was approximately USD 10.534 billion (approximately EUR 9.22 billion), EBITDA was approximately USD 3.501 billion (approximately EUR 3.064 billion) and operating profit was approximately USD 2.238 billion (approximately 1.957 billion).

Approximately USD 5.592 billion (approximately EUR 4.894 billion) (53 %) of Praxair Group's revenue was generated in North America, USD 1.392 billion (approximately EUR 1.218 billion) (13 %) was generated in Europe, USD 1.399 billion (EUR 1.229 billion) (13 %) was generated in South America, USD 1.555 billion (approximately EUR 1.361 billion) (15 %) was generated in Asia and USD 596 million (approximately EUR 522 million) (6 %) was generated in Surface Technologies. (EUR amounts based on the exchange rate as of June 30, 2017 derived from Bloomberg (1.1426 USD per EUR)).

7.4 Governing bodies of Praxair

The governing bodies of Praxair are its board of directors and its executive officers.

7.4.1 Board of directors

The board of directors of Praxair consists of the following members:

Stephen F. Angel (Chairman);

Oscar Bernardes (Director);

Dr. Nance K. Dicciani (Director);

Edward G. Galante (Director);

Raymond W. LeBoeuf (Director);

Larry D. McVay (Director);

Martin H. Richenhagen (Director);

Wayne T. Smith (Director); and

Robert L. Wood (Director).

7.4.2 Executive officers

The executive officers of Praxair are:

Stephen F. Angel (Chief Executive Officer);

Matthew J. White (Senior Vice President, Chief Financial Officer);

Guillermo Bichara (Vice President; General Counsel & Corporate Secretary);

Kelcey E. Hoyt (Vice President and Controller);

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Eduardo F. Menezes (Executive Vice President);

Anne K. Roby (Senior Vice President);

David P. Strauss (Vice President and Chief Human Resources Officer); and

Scott E. Telesz (Executive Vice President).

7.5 Shareholder structure of Praxair

To the knowledge of Linde PLC (after due inquiry of Praxair), no more than 5 % of the Praxair Shares outstanding on August 8, 2017 are to be economically attributed to any person with the exception of the shareholders listed below. The information presented below derives from the reports filed by the beneficial owners with the SEC.

Class of shares	Name of the beneficial owner	Amount of the beneficial ownership	Share
Common stock	Capital World Investors	25,603,518	9.0%
Common stock	The Vanguard Group	20,784,297	7.3%
Common stock	Soroban Capital GP LLC	17,619,237	6.2%
Common stock	BlackRock, Inc.	17,457,497	6.1%

7.6 Employees of Praxair

As of June 30, 2017, Praxair employed 26,487 people.

8. Background to the Exchange Offer and the Merger**8.1 Notes regarding the Business Combination**

Following the Completion of the Business Combination, Praxair and Linde will each become subsidiaries of Linde PLC. Praxair will become an indirect subsidiary of Linde PLC at Completion of the Business Combination, while Linde is intended to become an indirect subsidiary of Linde PLC shortly after the Completion of the Business Combination.

8.1.1 The Merger

The business of Praxair will be brought under Linde PLC by way of merging Zamalight Subco, Inc. with and into Praxair (the **Merger**). The Merger will be subject to and occur immediately after the Settlement of the Exchange Offer. In the Merger, each Praxair Share will be converted into the right to receive one Linde PLC Share.

The Merger requires that a simple majority of the Praxair Shares outstanding at the record date and entitled to vote at the Praxair special meeting adopts the Business Combination Agreement and approves the Merger (such approval the **Praxair Requisite Vote**). It is currently envisaged that the day of the special meeting will be September 27, 2017. In any case, it will be held prior to the expiration of the Acceptance Period. In case of an extension of the Acceptance Period required by law (see Section 4.3), the date of the special meeting may be postponed to a day that is no later than the Business Day preceding the expiration of the extended Acceptance Period.

After the Praxair Requisite Vote has been obtained, the completion of the Merger will only be subject to the Settlement of the Exchange Offer and will therefore become effective immediately after the Settlement of the Exchange Offer.

8.1.2 The Exchange Offer

This Exchange Offer relates to the acquisition of all Linde Shares by Linde PLC. Immediately after the Settlement of the Exchange Offer, Linde PLC intends to contribute or otherwise directly or indirectly

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transfer all or most of the Tendered Linde Shares within the Linde PLC Group to Linde Holding GmbH. Afterwards, Linde Holding GmbH shall contribute or otherwise transfer those to Linde Intermediate Holding AG.

As of the date of the publication of this Offer Document, Linde has issued 185,733,180 Linde Shares, including 95,109 Linde Treasury Shares, and thus 185,638,071 Linde Shares outstanding.

On the basis of the expected maximum number of 185,638,071 Linde Shares and the exchange ratio of the Exchange Offer of 1.540 Linde PLC Offer Shares for each Tendered Linde Share, the Bidder would be obliged to deliver up to 285,882,630 Linde PLC Offer Shares (see Section 14 of this Offer Document regarding the Offer Consideration and the financing requirement). In case that only the Minimum Acceptance Ratio (as described in Section 12.1.1) is reached and, therefore, only the minimum number of Linde Shares, that need to be tendered in order to fulfill the Closing Conditions, are tendered, the Bidder would be obliged to deliver only 214,411,974 Linde PLC Offer Shares.

8.1.3 Overview of the Business Combination

A description of the Business Combination including Linde's and Praxair's respective reasons for the Business Combination can be found in the section *5. The Business Combination* of **Annex 3**.

The following chart provides an overview of the simplified structure of Praxair, Linde and Linde PLC before and after the Business Combination, assuming that following the Exchange Offer, Linde PLC (through its wholly-owned subsidiaries Linde Holding GmbH and Linde Intermediate Holding AG) holds at least 75 % of Linde's outstanding share capital, Linde Intermediate Holding AG and Linde enter into a domination and/or profit and loss transfer agreement, and Linde Holding GmbH and Linde Intermediate Holding AG enter into a domination and/or profit and loss transfer agreement:

- (1) Before the Business Combination

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(2) After the Business Combination

(*) Percentage of holding of Linde PLC in Linde depends on acceptance ratio under the Exchange Offer plus number of Linde Shares acquired by Linde PLC outside the Exchange Offer (if any).

8.1.4 Dividend entitlement of Linde Shareholders until Completion of the Business Combination

Linde has paid annual dividends for the respective previous fiscal year to Linde Shareholders in the past. Praxair, however, has paid quarterly dividends to Praxair Shareholders during the respective current fiscal years and will maintain such practice until the Completion of the Business Combination. Linde will continue its annual dividend payments in accordance with the terms of the Business Combination Agreement until the Completion of the Business Combination. The dividend record dates and the payment dates will be in accordance with past practice and the German Stock Corporation Act. However, Linde may increase the regular dividend for the fiscal year of 2017 in accordance with the following terms: The dividend increase shall cover the period of the fiscal year of 2018 until the Completion of the Business Combination. The increased amount will be based on the number of quarters of the fiscal year of 2018 for which Praxair is expected to pay a dividend to Praxair Shareholders before the Completion of the Business Combination. This requires a joint forecast or assessment by Linde and Praxair. In case the Completion of the Business Combination is delayed beyond the joint expected completion date, Praxair will not pay any further quarterly dividends for the fiscal year 2018.

Linde PLC, Praxair and Linde expect that the Completion of the Business Combination will not occur prior to the annual general meeting of Linde in May 2018, with the result that the completion date of the Exchange Offer will occur after the dividend record date and payment date for the dividend that will be paid following the annual general meeting of Linde in May 2018. Accordingly, Linde PLC, Praxair and Linde expect that the Tendering Linde Shareholders and Linde Shareholders who do not accept the Exchange Offer, will receive the Linde dividend for the fiscal year of 2017. This dividend

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will economically cover the fiscal year of 2017 and, on a *pro rata* basis, every quarter for which Praxair will pay a dividend to its shareholders in 2018 before Completion of the Business Combination. Pursuant to the Business Combination Agreement, Linde and Praxair will coordinate with regard to the number of quarters of the fiscal year of 2018 for which they will pay dividends to the respective shareholders. The dividend policy of Linde is further described in Section 8. *Dividends and dividend policy* of **Annex 3**.

8.2 Strategy and goals

The board of directors of Praxair and the executive board of Linde when evaluating the strategic reasons for the Business Combination, that were decisive for their decision to sign the Business Combination Agreement, considered a number of factors, including the following material factors:

8.2.1 Strategic considerations

Overall, the Business Combination provides a number of significant strategic opportunities to both, Praxair and Linde, their respective subsidiaries as well as their respective shareholders.

The Bidder, Linde and Praxair expect that the Business Combination brings together two leading companies with unique and complementary strengths. The Combined Group will have a strong position in all key geographies and end markets, and will result in a more diverse and balanced global portfolio. It is expected that the Combined Group will provide an expanded geographical presence due to the complementary regional footprints of Linde and Praxair. Further, the Linde PLC Shares would be listed on both NYSE and the Frankfurt Stock Exchange.

The Bidder, Linde and Praxair expect that the Combined Group will be a leading global company for industrial gases and plant construction, in light of a combined revenue ca. USD 29 billion (EUR 25.4 billion) (based on Linde's and Praxair's annual results for the fiscal year ended December 31, 2016, prior to any divestitures) and the future large market capitalization.

Linde and Praxair have common roots, values and visions. The Combined Group will have a major interest in promoting talent and generating value. Furthermore, the Combined Group will combine Linde's solution-oriented competencies, engineering-driven ideas and process reliability with Praxair's strengths in execution and will benefit from a combination of Linde's and Praxair's technological strengths, know-how and research and development capabilities, and to extend its presence in many end-markets, regions and products to take advantage of growth and emerging trends.

The Bidder expects that the Combined Group will realize annual synergies and cost reductions as further described in Section 8.2.2. The Bidder further expects that the Combined Group's expected strong balance sheet and cash flows will give it the financial strength to invest in the opportunities it identifies for future, profitable growth.

In order to achieve such strategic considerations, the Bidder intends to acquire control over Linde and following the Exchange Offer, depending on the percentage of Linde Shares acquired by the Bidder in the Exchange Offer and, to the extent legally permissible, in the open market, the Bidder and Linde may consider pursuing a post-completion reorganization. A post-completion reorganization could either eliminate potential minority shareholder interest in Linde remaining after the Settlement of the Exchange Offer or allow the Bidder to control Linde to the greatest extent permissible.

Further strategic considerations of Praxair and Linde with respect to the Business Combination are contained in Section 5.4. *Praxair's Reasons for the Business Combination* and Section 5.5. *Linde's Reasons for the Business Combination* of **Annex 3**.

8.2.2 Certain Synergy and Cost Reduction Estimates

The limited unaudited synergy and cost reduction estimates set forth hereinafter have been jointly prepared by the management of Praxair and the management of Linde and made available to the board

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of directors of Praxair and the executive board and supervisory board of Linde in connection with their evaluations of the Business Combination and provided to Praxair's and Linde's respective financial advisors who were instructed to use and rely upon such information for purposes of providing advice to the Praxair board of directors and the Linde executive and supervisory boards, respectively. These limited unaudited synergy and cost reduction estimates were based on numerous variables and assumptions that are inherently uncertain, many of which are beyond the control of Linde's and Praxair's management and will be beyond the control of Linde PLC's management. As a result, neither Praxair, Linde nor Linde PLC endorse these unaudited synergy and cost reduction estimates as a sufficiently reliable indication of the amount of synergies that will be achieved in the future. Important factors that may affect actual results are described in the section *2. Forward-Looking Statements* of **Annex 3**. The unaudited synergy and cost reduction estimates were not prepared with a view toward compliance with published guidelines of the SEC, the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of forward-looking financial information, U.S. GAAP or IFRS. Neither the independent accountants of Praxair or Linde nor any other independent accountants have audited, reviewed, compiled or performed any procedures with respect to the accompanying unaudited synergy and cost reduction estimates for the purpose of inclusion herein, and accordingly, no such accountants have expressed any opinion or provided any form of assurance with respect thereto for the purpose of this Offer Document.

Linde PLC, Linde and Praxair believe that the Business Combination brings together two (2) leading companies with unique and complementary strengths. The Combined Group will have a strong position in all key geographies and end markets, and will result in a more diverse and balanced global portfolio. The Combined Group is also expected to realize approximately USD 1.2 billion (EUR 1.1 billion) in annual synergies and cost reductions, which are targeted to be achieved within approximately three (3) years following the Closing of the Business Combination. These synergies and cost reductions are expected to arise from, among other factors, scale benefits, cost savings, and efficiency improvements, including existing cost reduction programs. There will be expected one-time costs of achieving these synergies and cost reductions which are estimated to be approximately USD 1.0 billion (EUR 0.9 billion), including estimated transaction costs of USD 0.2 billion (EUR 0.2 billion).

The majority of expected savings would be primarily driven by cost synergies and reductions (including improvements of internal processes and streamlining of organizational structures) which are expected to total approximately USD 1.0 billion (EUR 0.9 billion). These saving estimates are based on the Combined Group's 2016 year-end financial position. The figures include existing cost reduction programs of Praxair and Linde which are independent of the Business Combination. However, Linde PLC intends to achieve the total amount of synergies and efficiency savings irrespective of the allocation to the respective underlying drivers. For further details regarding such programs and how savings in connection therewith are reflected in the estimation of the synergies and cost reductions see the section *23.1.2.4 Restructuring Costs/Special Items* of **Annex 3**.

The remaining savings of approximately USD 0.2 billion (EUR 0.2 billion) are expected to be achieved from a reduction in capital expenditure through more efficient asset utilization, plant and distribution asset optimization, and the avoidance of replacement capital in the overlapping geographies.

Finally, additional revenue growth related synergies may be achieved through cross-selling efforts and leveraging the combined group's expanded global reach and product portfolio.

Linde and Praxair approached the evaluation of synergies using several different methodologies. First, a series of outside-in estimations were considered using various benchmarks, such as prior transactions, as well as comparable profitability, margin and productivity figures. In addition, both Linde and Praxair considered several different factors specifically related to their respective businesses, including (i) existing cost efficiency programs underway at each company, (ii) relative productivity and margin performance, (iii) potential combined efficiency savings, including as

they may relate to purchasing, logistics, scale benefits, improved asset utilization and maintenance, and (iv) potential overlapping capabilities and best practices which could be cross-shared from one business or

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departmental area to another. These methodologies were compared and analyzed and, based upon such analysis, the head-line numbers of the expected estimates of synergies and cost reductions to be delivered as a result of the Business Combination, and the continuance of existing cost reduction programs described above, were jointly agreed upon.

At the date of the publication of this Offer Document the synergy targets are estimates and do not detail specific integration plans, specific headcount or departmental reductions in any given location or region at this time. Detailed planning is expected to be accomplished prior to closing with the joint expertise of both Linde and Praxair in specific departmental areas, regional businesses and engineering organizations. Notwithstanding, the varied methodologies considered in the evaluation of synergies, along with both Linde and Praxair's deep expertise in operating in the industrial gas segment, gives management of both Linde and Praxair sufficient confidence in its ability to achieve the stated synergy and cost reduction estimates.

The unaudited synergy and cost reduction estimates also reflect assumptions as to certain business decisions that are subject to change. As a result, actual results may differ materially from those contained in these estimates. Accordingly, there can be no assurance that these estimates will be realized.

LINDE PLC, LINDE AND PRAXAIR HAVE NOT UPDATED OR OTHERWISE REVISED AND DO NOT INTEND TO UPDATE OR OTHERWISE REVISE FOR PURPOSES OF THIS OFFER DOCUMENT THE ABOVE UNAUDITED SYNERGY AND COST REDUCTION ESTIMATES TO REFLECT CIRCUMSTANCES EXISTING AFTER THE DATE OF THE PUBLICATION OF THIS OFFER DOCUMENT PREPARED OR TO REFLECT THE OCCURRENCE OF FUTURE EVENTS, EVEN IN THE EVENT THAT ANY OR ALL OF THE ASSUMPTIONS UNDERLYING SUCH ESTIMATES ARE NO LONGER APPROPRIATE, EXCEPT AS MAY BE REQUIRED BY LAW.

8.2.3 Participation in Future Appreciation

The Praxair board of directors, the executive board and the supervisory board of Linde also considered the fact that the consideration under the Exchange Offer and the Merger to which Linde Shareholders and Praxair Shareholders, respectively, are entitled will be Linde PLC Shares and, therefore, will allow Praxair Shareholders and Linde Shareholders to participate in potential further appreciation of the Combined Group after the Business Combination.

8.3 Business Combination Agreement

At a meeting held on May 31, 2017, after due consideration and consultation with Praxair's management and legal and financial advisors, the Praxair board of directors unanimously (i) determined that the Merger and the other transactions contemplated by the business combination agreement concerning the combination of Praxair and Linde (the **Business Combination Agreement**) are consistent with, and will further, the business strategies and goals of Praxair, and are advisable and fair to, and in the best interests of, the Praxair shareholders, (ii) approved and declared advisable the Business Combination Agreement and the transactions contemplated by the Business Combination Agreement, including the Merger, and (iii) determined, subject to applicable law, to unanimously recommend that the Praxair shareholders adopt the Business Combination Agreement. In reaching its determination, the Praxair board of directors considered a number of factors in connection with its evaluation of the proposed transactions, including the expectation that the Business Combination would create a leading integrated global industrial gases company, create a company with increased capabilities across a larger global footprint, and create a more resilient portfolio, and potential synergies, as supporting its decision to enter into the Business Combination Agreement and to approve and

declare advisable the transactions contemplated thereby.

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After due consideration and consultation with its outside legal and financial advisors, the executive board of Linde, in its meeting held on June 1, 2017, determined that the Business Combination, the Business Combination Agreement and the transactions contemplated therein are in the best interest of Linde and its shareholders and unanimously approved the Business Combination Agreement. Also after due consideration and consultation with its outside legal and financial advisors, the supervisory board of Linde, in its meeting held on June 1, 2017, determined that the Business Combination, the Business Combination Agreement and the transactions contemplated therein are in the best interest of Linde and its shareholders and approved the Business Combination Agreement. In reaching its decision, the executive board and the supervisory board of Linde considered a number of factors in connection with their evaluation of the proposed transactions, including significant strategic opportunities, potential synergies and expected strengths of the combined group, as supporting their decision to enter into the Business Combination Agreement and to approve and declare advisable the transactions contemplated thereby.

On June 1, 2017, Praxair, Linde, Linde PLC, Zamalight Holdco LLC and Zamalight Subco, Inc. entered into the Business Combination Agreement. The Business Combination Agreement sets forth the terms and conditions of the transaction as well as the mutual goals of Praxair, Linde and Linde PLC with regard thereto and the future organizational and corporate governance structure of the Combined Group. In particular, the Business Combination Agreement comprises arrangements concerning the combination of the companies, the future business of Praxair and Linde, and the corporate governance of Linde PLC as a parent company of the Combined Group resulting from the combination.

On August 10, 2017, Linde PLC, Praxair, Linde, Zamalight Holdco LLC and Zamalight Subco, Inc. entered into an amendment to the Business Combination Agreement to clarify the treatment of fractional shares and to make other administrative modifications to the Business Combination Agreement.

The Business Combination Agreement has a term of two (2) years starting from June 1, 2017 and contains certain termination rights providing for a full termination of the Business Combination Agreement and under certain circumstances for the termination of selected covenants contained therein which may then result in the failure to satisfy the Closing Conditions to the Exchange Offer. Further, the Business Combination Agreement provides for a termination fee in certain circumstances. On August 10, 2017 the parties amended the Business Combination Agreement and included a few provisions which solely relate to technical aspects of the implementation of the Merger. A summary of the key terms of the Business Combination Agreement can be found in the section *6. The Business Combination Agreement* of **Annex 3**.

8.4 No mandatory offer when obtaining control over Linde by the Bidder

If the Bidder following the Exchange Offer, obtains control over Linde as defined by Section 29 para. 2 Takeover Act, the Bidder will not be required to make and publish a mandatory takeover offer to the Linde Shareholders pursuant to Section 35 para. 3 Takeover Act.

Additionally, if, as intended, all or most of the Linde Shares are forwarded to Linde Holding GmbH and Linde Intermediate Holding AG (see Section 9.5.1), each of Linde Holding GmbH and Linde Intermediate Holding AG will file an application with BaFin pursuant to Section 36 no. 3 Takeover Act with the purpose of obtaining exemptions from the requirement to publish and make mandatory takeover offers.

9. Intentions of the Bidder

The Bidder intends to acquire control over Linde and, following the Exchange Offer and depending on the percentage of Linde Shares acquired by the Bidder in the Exchange Offer or, to the extent legally permissible, in the open market, the Bidder intends to pursue a post-completion reorganization. A post-completion reorganization could either squeeze-out minority shareholders who have not accepted the

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Exchange Offer from Linde or allow the Bidder to control Linde, to the extent legally permissible, with a domination agreement.

Following the Settlement of the Exchange Offer, the Bidder intends to carry out a further in depth analysis of potential synergies and efficiencies between the Praxair Group and the Linde Group.

The Bidder is considering the implementation of steps to create distributable reserves following Admission to provide flexibility for future dividends and other returns to shareholders, including the Possible Capital Reduction (see Section 5.1.2(2)).

In the Business Combination Agreement, certain intentions and obligations of the Bidder and Linde with respect to the Business Combination have been established. The intentions and obligations are included in Section 9.1 *et seq* below in greater detail. The Bidder will fulfil the agreements set forth in the Business Combination Agreement to the full extent. The Bidder has not provided for any further intentions other than the intentions summarized below (see Section 9.6 below).

Linde Holding GmbH and Linde Intermediate Holding AG adopt the intentions of the Bidder.

9.1 Future business operations of Linde and the Bidder, use of assets and future obligations of Linde and the Bidder

Through the Business Combination, Linde PLC will become the future holding company that will combine and integrate the Linde Group and Praxair Group. Praxair will become an indirect subsidiary of Linde PLC through the Merger, and Linde will initially become a direct subsidiary of Linde PLC through the Exchange Offer and subsequently, through a contribution or other transfer within the group, is intended to become an indirect subsidiary of Linde PLC.

The operations of Linde PLC will be limited to the management of the joint group. Linde, Praxair and their respective subsidiaries will continue to operate each of their businesses under a joint group strategy.

The corporate governance of the Combined Group is agreed on in the Business Combination Agreement. A detailed description is contained in Section 5.1.3 of this Offer Document. The Bidder supports having the same persons occupy entirely, or partially, the governing bodies and committees within the Combined Group.

The Bidder has no intention yet whether Linde PLC will pay annual dividends (as Linde currently does) or quarterly dividends (as Praxair currently does) following the Completion of the Business Combination. However, it is most probable that, subject to any limitations under Irish law, Linde PLC will pay quarterly dividends to its shareholders, as is common practice of companies which are listed on the NYSE.

The Bidder further intends to achieve a strong credit rating similar to the credit ratings of Linde and Praxair prior to the Business Combination.

Pursuant to the Business Combination Agreement, the Bidder, Linde and Praxair further agreed on the potential legal separation of Linde's worldwide engineering business into a separate legal entity, following an agreement between Linde and Praxair on the corporate set-up and arrangements of the engineering business prior to such legal separation.

Linde and Praxair are parties to agreements that contain change-of-control provisions that may be triggered upon Completion of the Business Combination. Pursuant to the Business Combination Agreement, the Bidder, Linde and Praxair will use reasonable best efforts to (i) obtain all necessary waivers or consents to such breaches or defaults, (ii) refinance or replace such contracts or (iii) otherwise ensure that sufficient cash is available for the prompt payment of any indebtedness under any such contract.

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9.2 Intentions regarding the executive board and the supervisory board of Linde and the members of the management of the Bidder

9.2.1 Supervisory board and executive board of Linde

No changes are intended by Linde PLC with respect to the total number of members and the composition of the supervisory board of Linde, currently consisting of twelve (12) members (with six (6) representatives each from the shareholders' side and the employees' side).

No change is intended by Linde PLC with respect to the total number of members and the composition of the executive board of Linde.

Further agreements and intentions with regard to the members of the supervisory board and the executive board of Linde are set forth in Section 5.1.3.

9.2.2 Board of Directors of the Bidder

Immediately following the Settlement of the Exchange Offer the Bidder will expand the size of its board of directors to an overall number of twelve (12) board members. Additional information is set forth in Section 5.1.3.

9.2.3 Management Committee of the Linde PLC Group

During the Integration Phase, the Management Committee (as described in Section 5.1.3) shall be comprised of the following six (6) Executive Officers and by the individuals specified:

the Chief Financial Officer, who shall initially be Mr. Matthew J. White (or in the event that he is unable or unwilling to hold the position of Chief Financial Officer at the Completion of the Business Combination, a replacement designated prior to the Completion of the Business Combination by Praxair);

the Head of Global Functions, who shall initially be an individual designated prior to the Completion of the Business Combination by Praxair;

the Head of Americas Gases, who shall initially be an individual designated prior to the Completion of the Business Combination by Praxair;

the Head of Linde Engineering, who shall initially be Dr. Christian Bruch (or in the event that he is unable or unwilling to hold the position of Head of Linde Engineering at the Completion of the Business Combination, a replacement designated prior to the Completion of the Business Combination by Linde);

the Head of EMEA Gases, who shall initially be Mr. Bernd Eulitz (or in the event that he is unable or unwilling to hold the position of Head of EMEA Gases at the Completion of the Business Combination, a replacement designated prior to the Completion of the Business Combination by Linde); and

the Head of APAC Gases, who shall initially be Mr. Sanjiv Lamba (or in the event that he is unable or unwilling to hold the position of Head of APAC Gases at the Completion of the Business Combination, a replacement designated prior to the Completion of the Business Combination by Linde).

Following the Integration Phase, the Management Committee shall be comprised of at least six (6) Executive Officers who shall be appointed by, and may be removed by, the Linde PLC CEO with the counsel of the Linde PLC Board.

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Linde PLC will focus on the activities of a holding company and as such on the management of the Combined Group and Linde PLC expects to only have a few employees. It is not expected that there will be any employee representation on the Linde PLC level.

Linde PLC, Linde and Praxair attach great importance to the skills and experience of Linde's and Praxair's management and employees. Linde PLC, Linde and Praxair agree that they view the Business Combination as an opportunity for growth and further development for their employee base. Given that both Linde and Praxair have a multinational structure, the Combined Group will rely on the competence and commitment of all of its employees and considers the combined workforce the foundation for future success.

Pursuant to the Business Combination Agreement, after the Completion of the Business Combination, Linde PLC will respect the statutory co-determination rights of employees of Linde or any other direct or indirect German subsidiary of Linde PLC in accordance with the laws of Germany, subject to any rights under any applicable domination and profit and loss transfer agreement.

The Bidder is committed in accordance with the provision of the Business Combination Agreement to retaining their respective talents amongst the employees within the Combined Group and to such end intends to implement adequate retention programs to the extent appropriate.

The Bidder, Linde and Praxair agreed that in the event of a Completion of the Business Combination, (i) Linde's current LIFT program including the reduction in personnel of 975 employees envisioned therein will be continued, (ii) Linde's business location in Dresden will not be closed in the context of the LIFT program or any legal separation of Linde's engineering business, (iii) the parties will abstain from any termination based on operational reasons (*betriebsbedingte Kündigungen*) until the end of the calendar year 2021 vis-à-vis all employees which are, as of December 6, 2016, employed for an unlimited period by Linde or any of its German subsidiaries, and (iv) the Bidder acknowledges that Linde has undertaken certain commitments vis-à-vis the Linde employee representatives as set forth in the Key Issue Paper on Employment Protection for Linde Germany and the Letter of Interest on Employment Protection for Linde Germany, both dated December 6, 2016.

The Bidder has no further intentions regarding any measures with respect to any intended restructuring. Until any plans in that respect are finalized, no definite statement can be made with respect to any impact a restructuring may have on the employees of the Combined Group.

The Bidder will ensure that, from the Completion of the Business Combination, Linde honors all financial obligations of Linde and any of its German subsidiaries with whom Linde has entered, directly or indirectly, into any enterprise agreements (*Unternehmensverträge*) as of June 1, 2017 with respect to pension and deferred compensation benefits to current and former directors, officers and employees. Prior to, but only effective upon, the Completion of the Business Combination, the Bidder will enter into a guarantee with Linde Vorsorge Aktiv Fonds e.V., as representative of the pension and deferred compensation beneficiaries, to guarantee Linde's financial obligations set forth in the preceding sentence.

Pursuant to the Business Combination, the Bidder will, to the fullest extent permitted by applicable law, provide to, or cause to be provided to each individual who continues to be employed by Praxair, Linde or their respective subsidiaries (except in the case of employees whose employment is governed by a collective bargaining or similar agreement) conditions no less favorable to such employees as of the date of the Completion of the Business Combination Agreement with respect to base salary, bonus payments, other compensation components and employee benefits, and severance benefits in the event of employment termination until the end of the calendar year in which the

completion of the Business Combination occurs. The Business Combination Agreement also provides that employees, who remain employed by Praxair, Linde or their respective subsidiaries following the Completion of the Business Combination will, with regard to their participation in future benefit plans, be placed in a position they would be in as if the Closing of the Business Combination had not occurred.

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The Bidder, Linde and Praxair will respect all labor-related provisions in Germany, including existing works agreements (*Betriebsvereinbarungen*) and collective bargaining agreements (*Tarifverträge*). However, in the Business Combination Agreement, the Bidder, Linde and Praxair have agreed on limitations with respect to the ability to enter into any new collective bargaining agreements or other agreements with labor unions, works councils or similar organizations until Completion of the Business Combination or the termination of the Business Combination Agreement.

The Bidder has no further intentions regarding the employees, the employee representatives and employment terms of Linde.

9.4 Name and registered office of Linde PLC and Linde, major business locations of the Combined Group

Pursuant to the Business Combination Agreement, the Bidder and Linde agree that the name of the enterprise operated by the Combined Group, as well as the name of the Bidder, shall be Linde. Linde PLC Group shall bear the Linde name and retain Linde's branding globally, subject to retention of certain existing local brands of both Linde and Praxair that have significant value in their respective jurisdictions. Linde PLC, being incorporated under the laws of Ireland, shall, following the consummation of the Exchange Offer and the Merger, serve as a holding company for the combined businesses of Linde and Praxair. From and after the Completion of the Business Combination, the operations of the business conducted by the subsidiaries of Linde PLC shall be appropriately divided between Danbury, Connecticut, United States and Munich, Germany to help achieve efficiencies for the Linde PLC Group while retaining the expertise of employees and access to qualified personnel at both headquarters.

Linde PLC's registered offices are in Dublin, Ireland, while its principal executive offices are at The Priestley Centre, 10 Priestley Road, The Surrey Research Park, Guildford, Surrey GU2 7XY, United Kingdom. The Bidder has no intention to transfer the registered offices of Linde. With regard to the Linde site at Dresden, please refer to Section 9.3.

9.5 Consolidation

The Bidder intends to control Linde to the greatest extent permissible. To this end and depending on the percentage of Linde Shares acquired by the Bidder in the Exchange Offer and, to the extent legally permissible, in the open market, the Bidder intends to effect one or several of the measures described below and in more detail in Sections 16.2 to 16.4.

Following the Settlement of the Exchange Offer, Linde PLC intends to implement various measures under German law regarding Linde with a view to optimize the group-wide corporate governance and to enhance and facilitate expected synergies resulting from the Business Combination (as defined in Section 5.1). Such measures may include various types of squeeze-out transactions (**Squeeze-Out**) as well as entering into a domination and/or profit and loss transfer agreement. In the case of a Squeeze-Out, shareholders generally are entitled to adequate compensation in cash. In the case of a domination and/or profit and loss transfer agreement, the Bidder currently intends, subject to further review, to provide (directly or through Linde Intermediate Holding AG) the adequate exit compensation to be received by the remaining Linde Shareholders only in Linde PLC Shares.

9.5.1 Forwarding of Linde Shares to Linde Holding GmbH and Linde Intermediate Holding AG

Immediately after the Settlement of the Exchange Offer, Linde PLC intends to contribute or otherwise directly or indirectly transfer all or most of the Tendered Linde Shares within the group to Linde Holding GmbH.

Subsequently, it is intended that Linde Holding GmbH shall contribute or otherwise directly or indirectly transfer all or most of the Tendered Linde Shares within the group to Linde Intermediate Holding AG.

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Additionally, if, as intended, all or most of the Tendered Linde Shares are forwarded to Linde Holding GmbH and Linde Intermediate Holding AG, each of Linde Holding GmbH and Linde Intermediate Holding AG will file an application with BaFin pursuant to Section 36 no. 3 Takeover Act with the purpose of being relieved from the requirement to publish and make mandatory takeover offers.

9.5.2 Domination and/or profit and loss transfer agreement

The Business Combination Agreement includes no provision for potential corporate measures, but it clarifies that the provisions of the Business Combination Agreement shall not prevent either Linde nor Praxair from seeking to enter into and/or to adopt resolutions in favor of any corporate measures.

Linde PLC, through Linde Intermediate Holding AG, may effect a domination agreement and/or a profit and loss transfer agreement, pursuant to which the remaining shareholders of Linde will have limited rights, including a limited ability to participate in the profits of Linde. In this case, Linde Shareholders who did not tender their shares in the Exchange Offer may elect to either (i) continue to hold their Linde Shares and be entitled to a fixed or variable compensation pursuant to Section 304 German Stock Corporation Act or (ii) exchange their Linde Shares and receive, at the election of Linde Intermediate Holding AG, an adequate stock or cash exit compensation pursuant to Section 305 para. 2 German Stock Corporation Act. Linde PLC currently intends to provide (directly or through Linde Intermediate Holding AG) the adequate exit compensation to be received by the remaining Linde Shareholders only in Linde PLC Shares. The value of the adequate settlement amount may possibly be higher or lower than or equal to the value of the Offer Consideration.

9.5.3 Squeeze-Out

Linde PLC and/or Linde Intermediate Holding AG may, depending on the percentage of Linde Shares acquired by the Bidder in the Exchange Offer or, to the extent legally permissible, in the open market, effect a transfer of the Linde Shares that the Bidder does not already own by way of a Squeeze-Out pursuant to either Sections 327a *et seq.* German Stock Corporation Act, Sections 39a *et seq.* Takeover Act or Section 62 para. 5 German Transformation Act (*Umwandlungsgesetz*). By way of a Squeeze-Out, Linde Shares of Linde Shareholders who did not accept the Exchange Offer will be automatically converted into the right to receive compensation in cash or in Linde PLC Shares, as applicable, depending on the legal basis of the Squeeze-Out, whereas in case of a Squeeze-Out pursuant to Sections 39a *et seq.* Takeover Act a cash compensation must also be offered (see below Section 16.4).

9.5.4 Description of intended reorganization transaction

The Bidder intends to pursue a post-completion reorganization transaction following the Settlement of the Exchange Offer. The type of such transaction will primarily depend on the percentage of Linde Shares acquired in the Exchange Offer and, to the extent legally permissible, in the open market or otherwise.

If the Bidder (through Linde Intermediate Holding AG or otherwise) holds directly or indirectly at least 75 % of the share capital of Linde represented at the relevant shareholders' meeting but less than 90 % of Linde's issued share capital (when determining the relevant share capital, treasury shares and shares held for the account of Linde will not be taken into account), the Bidder (through Linde

Intermediate Holding AG) intends to enter into a domination agreement and/or a profit and loss transfer agreement with Linde.

If the Bidder (through Linde Intermediate Holding AG or otherwise) holds directly at least 90 % but less than 95 % of Linde's issued share capital (when determining the relevant share capital, treasury shares and shares held for the account of Linde will not be taken into account) the Bidder (through Linde Intermediate Holding AG) intends to conduct a cash merger Squeeze-Out under Section 62 para. 5 German Transformation Act.

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If the Bidder (through Linde Intermediate Holding AG or otherwise) holds directly or indirectly at least 95 % of Linde's issued share capital or Linde's voting share capital (when determining the relevant share capital, treasury shares and shares held for the account of Linde will not be taken into account) it intends to pursue either a corporate Squeeze-Out under Sections 327a *et seq.* German Stock Corporation Act or a takeover Squeeze-Out under Sections 39a *et seq.* Takeover Act. Whether the Bidder pursues a corporate Squeeze-Out or a takeover Squeeze-Out will depend on the circumstances at the time the 95 % threshold is met. Since in a takeover Squeeze-Out (other than in the case of a corporate Squeeze-Out) the Bidder in the present case can besides cash also offer Linde PLC Shares to the minority shareholders as compensation for their Linde Shares, the decision to pursue either a corporate Squeeze-Out or a takeover Squeeze-Out depends, among other things, on the value of Linde PLC Shares at the time the Bidder conducts the Squeeze-out.

If, following the Exchange Offer, the Bidder (through Linde Intermediate Holding AG or otherwise) holds directly or indirectly less than 90 % of Linde's issued share capital (when determining the relevant share capital, treasury shares and shares held for the account of Linde will not be taken into account), the Bidder may not commence a Squeeze-out, but may purchase additional Linde Shares in the open market in order to reach the relevant threshold to consummate a Squeeze-out. To reach the thresholds of 90 % or 95 %, respectively, the Bidder reserves the right to increase its direct or indirect ownership in Linde Shares, to the extent legally permissible, through purchases of Linde Shares in the open market, on a stock exchange and/or otherwise, for example the Bidder may subscribe for newly issued Linde Shares in the context of a capital increase against cash contributions or contributions in kind.

9.5.5 Delisting

In addition to or as an alternative to the measures described above, the Bidder may also pursue a Delisting (as defined in Section 16.2) to effect a removal of Linde Shares from the Frankfurt Stock Exchange and all other German stock exchanges on which Linde Shares are listed on regulated market segments. Following a Delisting, Linde Shares would be discontinued from trading on the regulated market, which could make Linde Shares effectively illiquid. A Delisting would also terminate the comprehensive capital markets oriented reporting obligations of Linde.

A Delisting requires Linde, the Bidder or any third party acting as bidder to make a formal offer in accordance with the rules of the Takeover Act and the German Stock Exchange Act (*Börsengesetz*, the **Stock Exchange Act**) to all remaining holders of Linde Shares. Such offer may not be subject to conditions. Following such an offer, a Delisting could be effected by way of an application by Linde for a subsequent revocation decision from the board of management of the Frankfurt Stock Exchange and the board of management of any other applicable stock exchange. The consideration in such an offer must be in cash. See Section 16.2 for a more detailed description of the Delisting.

The Bidder will decide at a later stage regarding a potential Delisting.

9.6 Other intentions

Other than the intentions and measures stated in this Section 9, the Bidder has not provided for any other intentions or measures concerning future business operations, the registered office and location of essential parts of Linde, use of assets, future obligations, employees and their representatives, members of the governing bodies and material changes of employment conditions of either Linde or, to the extent affected by the Exchange Offer, the Bidder.

10. Explanation of determination of Offer Consideration

Pursuant to Section 31 para. 1 sentence 1 Takeover Act, the Bidder has to offer Linde Shareholders an adequate consideration for their Linde Shares.

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10.1 Admittance to trading on organized market and liquidity of Linde PLC Offer Shares

The Bidder will, prior to the transfer of the Linde PLC Shares to Tendering Linde Shareholders and to Praxair Shareholders, ensure admission of its ordinary shares, including the Linde PLC Offer Shares, to trading on the regulated market segment (*Regulierter Markt*) of the Frankfurt Stock Exchange and in the sub-segment with additional post-admission obligations (*Prime Standard*).

According to the applicable laws and rules, the admission of the ordinary shares of the Bidder to trading on the regulated market of the Frankfurt Stock Exchange (trading in Euro) and in the sub-segment with additional post-admission obligations (*Prime Standard*) can principally take place only after issuance of such shares; the Bidder will submit a corresponding application for admission to trading without undue delay following the issuance of the Linde PLC Offer Shares. The issuance of Linde PLC Offer Shares will occur on Completion of the Business Combination (see Section 5.1.2).

The admission to trading of the ordinary shares of the Bidder on the New York Stock Exchange (trading in U.S. dollars) can take place prior to issuance of such shares, subject to the respective notice of the issuance of shares. The Bidder will submit a corresponding application for admission to trading prior to the Completion of the Business Combination.

The requirement pursuant to Section 31 para. 2 sentence 1 Takeover Act with respect to the admittance to trading on an organized market within the meaning of Section 2 para. 7 Takeover Act is fulfilled. The Bidder will ensure that the Linde PLC Offer Shares, which Tendering Linde Shareholders will receive upon Settlement of the Exchange Offer, have been admitted to trading (listed) on a regulated market within the meaning of Section 2 para. 7 Takeover Act at the time of transfer to Tendering Linde Shareholders.

Tendering Linde Shareholders will be the beneficial owners of the Linde PLC Offer Shares. As such, through the chain of the Nominee and Custodian Banks, Tendering Linde Shareholders will be entitled to rights attached to the Linde PLC Offer Shares (including dividend rights, pre-emption rights, and voting rights) including, through the Central Registration Agent (as described in Section 5.1.2), access to information given by Linde PLC to its shareholders and will be able to attend and vote at general meetings of Linde PLC. The prerequisite that, pursuant to Section 31 para. 2 sentence 2 Takeover Act, the shares offered as consideration for shares that grant voting rights must equally grant voting rights, is fulfilled.

The Bidder expects that the commencement of trading of the Linde PLC Offer Shares on the Frankfurt Stock Exchange and the New York Stock Exchange will occur at the latest following the transfer of the Linde PLC Offer Shares to the Tendering Linde Shareholders.

Both Linde and Praxair have a significant free float market capitalization. At the time of publication of the Offer Document, Linde Shares are included in the DAX 30 index, which tracks the performance of thirty selected companies on the German equities market with the highest order book volume and free float market capitalization. In view of the above, the Linde PLC Offer Shares will be liquid shares within the meaning of Section 31 para. 2 Takeover Act.

10.2 Minimum consideration according to Takeover Offer Regulation

Section 31 para. 1 Takeover Act stipulates that an adequate consideration must be offered to Linde's Shareholders. For the assessment of the adequacy of consideration, according to Section 31 para. 1 sentence 2 Takeover Act, the average stock exchange price of the target's shares as well as acquisitions of target's shares by the bidder, persons acting jointly

with the bidder or their subsidiaries must be taken into account. Further detailed regulations are laid down in the Takeover Offer Regulation, which is enacted on the basis of Section 31 para. 7 Takeover Act.

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According to the provisions of the Takeover Act, the minimum consideration is the higher of the following two (2) values (a) and (b):

- (a) According to Section 5 Takeover Offer Regulation, the consideration must be at least equal to the weighted average stock exchange price of Linde Shares during the last three (3) months prior to the publication of the decision to make the legally binding Exchange Offer on June 1, 2017 (the **3-Month Average Price**).
- (b) According to Section 4 Takeover Offer Regulation, the consideration must be at least equal to the highest consideration paid or agreed to by the bidder, a person acting jointly with the bidder or their subsidiaries for the acquisition of Linde Shares within the last six (6) months prior to the publication of this Offer Document.

The relevant 3-Month Average Price was notified to the Bidder by BaFin by letter dated June 12, 2017. The 3-Month Average Price as notified by BaFin as of the record date May 31, 2017 is EUR 160.30 per Linde Share.

The price of Linde Shares from March 1, 2017 to May 31, 2017 has ranged between EUR 150.27 and EUR 174.15. On March 1, 2017, the share price was EUR 155.00. As of May 31, 2017 the price of Linde Shares was EUR 170.23, an increase of 9.8% from the March 1, 2017 price. On August 16, 2016, the date Linde and Praxair confirmed preliminary talks between the two companies regarding the Business Combination, the Linde Share price increased 10.1% to EUR 153.20 from EUR 139.20 on August 15, 2016. On September 12, 2016 when Linde confirmed the end of talks regarding the Business Combination, the share price fell 5.9% to EUR 139.45 from EUR 148.20 the closing price on September 9, 2016. On November 29, 2016 when Linde announced talks regarding the Business Combination had resumed, the share price increased 3.7% from EUR 150.00 to 155.50. On December 20, 2016, Linde and Praxair announced that they had agreed on major conditions for a potential merger. Although shares decreased 3.3% from EUR 162.93 to EUR 157.49 on the date of the announcement, the value was 13.1% higher than the share price before the announcement regarding the Business Combination, i.e., the August 15, 2016 closing share price (Source of all price information in this paragraph: S&P Capital IQ).

In the relevant period pursuant to Section 4 Takeover Offer Regulation, neither the Bidder, nor persons acting jointly with the Bidder, nor their subsidiaries acquired Linde Shares or entered into agreements that entitle them to acquire Linde Shares for consideration. Moreover, neither Linde nor Praxair hold shares in respective other companies.

The minimum consideration according to Section 4 and 5 Takeover Offer Regulation is therefore EUR 160.30 per Linde Share.

10.3 Value of consideration according to valuation of Linde PLC pursuant to IDW S1 2008

In case the consideration offered by the bidder is in the form of shares, Section 5 and 6 Takeover Offer Regulation must be applied according to Section 7 Takeover Offer Regulation in order to determine the value of those shares. Therefore, the value of the consideration is principally determined by the weighted average stock exchange price of the offered shares during the last three (3) months prior to the publication of the decision to make a takeover offer.

However, Linde PLC Offer Shares are neither publicly listed nor traded on a stock exchange. Therefore, the minimum value of the consideration offered under the Exchange Offer cannot be determined by the weighted average stock

exchange price in accordance with Section 5 para. 1 and 2, Section 6 para. 1 and 2 Takeover Offer Regulation. With reference to Section 5 para. 4 Takeover Offer Regulation, the value of the consideration must accordingly be determined on the basis of a company valuation of Linde PLC.

In connection with this, Linde PLC has mandated Ernst & Young GmbH Wirtschaftsprüfungsgesellschaft (**EY**) to act as an independent expert and prepare a valuation of

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Linde PLC on an as if basis, in order to determine on such basis if the value of the offer consideration per each Linde Share under the Exchange Offer exceeds the relevant 3-Month Average Price. Linde Shares have not been acquired and agreements that entitle to acquire Linde Shares according to Section 4 Takeover Offer Regulation have not been entered into. The valuation has been conducted on an as if basis of an aggregated plan for Linde PLC that assumes that the Business Combination will be completed as proposed.

The valuation of Linde PLC by EY was prepared in accordance with the principles of the statements of the Institute of Public Auditors in Germany (*Institut der Wirtschaftsprüfer in Deutschland e.V.*), Düsseldorf, IDW Standard: Principles on the Performance of Company Valuations (*Grundsätze zur Durchführung von Unternehmensbewertungen*) as of April 2, 2008 (**IDW S1 2008**). EY has rendered its valuation as an independent expert in accordance with IDW S1 2008. The derived company valuation therefore constitutes an objectified value. The valuation in accordance with these principles has confirmed that the value of 1.540 Linde PLC Offer Shares offered under the Exchange Offer per one (1) Linde Share exceeds the relevant 3-Month Average Price.

The company value of Linde PLC was derived on the basis of discounted future earnings (*Ertragswertverfahren*) and is based on the expectations of the managements of Linde and Praxair. The purpose of the valuation of EY is solely to verify the valuation of the Linde PLC Offer Shares offered as consideration under the Exchange Offer in accordance with Sections 7 and 5 para. 4 Takeover Offer Regulation.

This assessment also neither gives a prediction as to how the future price of Linde PLC Offer Shares might develop as of the time of listing for trading on a stock exchange, or transferal to Tendering Linde Shareholders, or as of any other time thereafter. Such share price development depends on many external circumstances, in particular on future expectations from time to time, which cannot be anticipated by an independent expert. By their very nature, such future expectations are uncertain and based solely on insights and assessments available as at the time of the valuation date.

This valuation is not a recommendation to shareholders regarding their decision-making process as to the Exchange Offer. EY does not assume any responsibility that the information, assessments and conclusions presented in the Offer Document, in particular regarding decisions to acquire or to sell shares of Linde, Praxair or Linde PLC, are sufficient or complete.

Beside the valuation based on discounted earnings, a plausibility assessment of the valuation on the basis of forecasts of independent research analysts was performed. The so-called consensus forecasts used hereby are based on financial forecasts included in the reports of independent research analysts, and principally are accessible to all capital market participants. When collecting the relevant data, analyst reports have been considered that were issued between the publication of the last annual financial report of Linde or, respectively, Praxair and the publication of the decision to make the Exchange Offer on June 1, 2017. Forecasts published by institutions that acted as advisor in connection with the Business Combination were excluded. The analyst forecasts were not chosen, reviewed nor endorsed by the responsible persons of Linde, Praxair, or Linde PLC.

10.3.1 Valuation principles and methods

According to IDW S1 2008, the company value can be determined using the discounted future earnings method (*Ertragswertverfahren*) or the discounted cash flow method (*Discounted Cash Flow-Verfahren*). Both valuation methods are based on the same conceptual principles (calculation of value of capital) and, when setting corresponding premises, lead to identical results. In this case, the discounted future earnings method was used which is generally accepted by German courts.

The methods used to assess the plausibility of the enterprise value determined under the earnings value method are described in Section 10.3.8 (Plausibility assessment on the basis of analysts' consensus) and Section 10.3.9 (Plausibility assessment on the basis of stock market prices). The exchange ratio of

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the Exchange Offer which is 1.540 Linde PLC Offer Shares for one (1) Linde Share is the result of negotiations between Linde and Praxair. For a detailed description of the negotiations, please refer to section 5.3 *Background of the business combination* in **Annex 3**. The Bidder has acknowledged and accepted the results of the negotiations with regard to the exchange ratio and based the Exchange Offer on such exchange ratio. For a description of the development of Linde's share price during this period (and indirectly on the 3-Month Average Price), please refer to Section 10.2.

Since a liquidation of the company is not contemplated, nor is it apparent that the liquidation value could be relevant as a possible floor, it was refrained from the determination of a liquidation value. Also, EY did not determine a substance value as in the context of a company valuation the substance value on its own does principally not provide an indication of a company's value, as the substance valuation under replacement aspects leads to the determination of the so-called reconstruction value of the company, which typically due to lack of intangible assets is only a partial reconstruction value.

When determining the discounted earnings value, the discounted net cash inflows of the shareholders consist primarily of distributions of surplus earnings generated by the company. The company valuation therefore requires a consideration of future distributable financial surpluses of the company being valued. Business plans as well as an assessment of results to be sustainably achieved following the planning horizon form the basis for this.

Generally, starting point for the plausibility assessment of future financial surpluses is a historic analysis. Actual past earnings are to be analyzed in light of market developments. These earnings have to be adjusted for one-time and extraordinary, *i.e.* non-recurring, events. Moreover, a plausibility assessment of the business plan can be performed by means of a comparison with the sector, market, and macroeconomic development.

For valuation purposes, planning figures can typically be split into two (2) phases. The earlier time horizon phase is dominated by a detailed planning period, whereas the later time horizon phase is described as long-term trend development. When determining distributions during the phase of detailed planning (Phase I), operational and financial, corporate law, tax and other conditions must be considered. In the second phase (Phase II), a standard payout ratio is assumed that is equivalent to the payout ratio of an alternative investment.

For capital finance accountancy, the use of undistributed financial surpluses must be specified. Possible uses are, in particular, investments in the company, repayment of debt, and repayment of equity (*e.g.*, stock repurchases). To the extent financial surpluses are used in the company, they contribute to an increase in future profitability.

Net cash flows are to be determined under consideration of income taxes. Future financial surpluses remaining after consideration of income taxes will be discounted to the valuation date to determine the discounted earnings value using a discount rate. As a basis for the determination of alternative returns, in particular capital market returns for participation in a company (in the form of a stock portfolio) may be used (*cf.* IDW S1 2008, no. 93, 115). According to IDW S1 2008, no. 115, these stock returns may be broken down to the risk-free rate and a risk premium demanded by investors as compensation for bearing the entrepreneurial risk.

A risk-free fixed income security serves as a benchmark for the risk-free rate. It must be ensured that the risk-free rate corresponds to an alternative investment with adequate term. The modification of a record date return in order to achieve term equivalence may, in particular, occur on the basis of the current yield curve (*cf.* IDW S 1 2008, no. 117).

Due to uncertainty of future developments, future cash flows may not be predicted with certainty. Those risks are considered in accordance with a nationally and internationally accepted procedure of adding a premium to the capitalization interest rate (risk premium). A market based determination of the risk premium may be performed in

particular on the basis of the Capital Asset Pricing Model (**CAPM**) (*cf.* IDW S1 2008, no. 92).

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Apart from uncertainty, future financial surpluses are also influenced by price changes. As far as the constant surpluses of the more distant phase are determined by way of a nominal calculation and inherent price changes of forecasted earnings and expenses do not compensate for each other, a capital interest rate adjusted by the growth rate shall be used.

Lastly, the company value within the meaning of IDW S1 2008 results from future net income of shareholders, discounted by the adequate discount rate to the relevant valuation date, which derive from the underlying business plan.

The underlying business plan of Linde PLC constitutes an aggregated plan, which has been determined on an as if -basis and assumes that the Business Combination will be completed as proposed. It results from plans of Linde and Praxair, as well as from the synergies expected of the Business Combination. These are synergy expectations determined and provided by the management of Linde and Praxair, and it was assumed that those synergies need to be fully taken into account.

A supplementary earnings valuation on the basis of a consensus forecasts of independent research analysts is an appropriate plausibility assessment of the derived company value. The consensus estimates based on forecasts of independent financial analysts are applied in order to determine, under additional consideration of synergies, if applicable, the net distribution, which will eventually be discounted with the adequate discount rate to the relevant valuation date.

To the extent reference stock exchange prices are available for shares, they shall be applied in accordance with IDW S1 2008 for the company valuation in order to perform a plausibility assessment of the company value derived in accordance with the principles described above. Shares of Linde PLC are not publicly listed, however Linde Shares and Praxair Shares are traded on a stock exchange. It is therefore possible to derive a fictional market capitalization of Linde PLC by means of the stock exchange prices of Linde and Praxair. For this reason, the valuation of Linde PLC derived in accordance with the discounted future earnings method was also tested for plausibility by means of the market capitalization of Linde and Praxair, taking synergies into account.

In doing so, the volume weighted average stock exchange price of Linde and Praxair during the last three (3) months prior to the announcement of the Exchange Offer was used and multiplied by the number of outstanding shares of the respective company. The market capitalization of Praxair in USD was converted using the average USD / EUR exchange rate of the last three (3) months prior to the announcement of the Exchange Offer. Subsequently, the fictional market capitalization of Linde PLC was calculated as the sum of the market capitalization of Linde and Praxair plus the present value of synergies considered in the context of the discounted earnings valuation.

Furthermore, a plausibility assessment of the derived discounted earnings value of Linde PLC based on multiples was performed. For this purpose multiples were determined based on peer companies and a value range was derived on this basis. However, such a procedure is considered a very simplified form of valuation, which is why it shall only be applied for performing a plausibility assessment. A comprehensive analytical valuation according the discounted future earnings is generally preferable.

Beyond these described valuation methods, EY has not used further valuation methods for the valuation of the equity capital.

Particular difficulties within the meaning of Section 293a para. 1 sentence 1 German Stock Corporation Act have not occurred during the performed valuation.

10.3.2 Assumptions and principles of valuation

The company value of Linde PLC including the expected synergies from the Business Combination was derived from financial expectations, based on business plans of Linde and Praxair, in accordance with the discounted future earnings method consistent with IDW S1 2008 for the valuation date of May 31 2017. Market parameters relevant to the valuation have been derived as at this date. The valuation of Linde PLC consists of the discounted earnings value plus separately valued assets.

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Separately valued assets result from investments in associated companies, joint ventures and other participations, as well as on the basis of tax loss carryforwards and tax deferrals, receivables from leasing, bonds, as well as specific assets and liabilities held for sale.

The business plan of Linde does not include earnings components of its logistics business Gist that is held for sale. According to the balance sheet of Linde as of December 31, 2016, Gist is accounted for as an asset held for sale. Therefore Gist was considered as a separately valued asset with the carrying amount.

Due to the international nature of the transaction as a whole, it was refrained from an explicit representation of German personal income tax. In accordance with IDW S1 2008, no. 30, the tax circumstances of shareholders were indirectly taken into account on a standard basis.

The basis for the valuation is an aggregated hypothetical business plan for Linde PLC for the years 2017 through 2024, including expected synergies. Taking into account synergies is appropriate in the present case, as synergies increase the future earnings and financial surpluses of Linde PLC and should therefore be taken into account for assessing the value of the consideration.

The aggregated hypothetical business plan has been derived from the stand-alone business plans for Linde and Praxair. These business plans provided include the business of each respective group of companies of Linde and Praxair. Under the terms of the Business Combination Agreement, 100 % of Praxair Shares will be converted into Linde PLC Shares pursuant to the Merger. At first it was assumed that 100 % of Linde Shares will be exchanged for Linde PLC Offer Shares in the Exchange Offer. In case of a lower acceptance ratio by Linde Shareholders, Linde PLC would own less than 100 % of Linde and Linde PLC would issue a lower number of Linde PLC Offer Shares. For this reason, a scenario with a 75 % acceptance ratio, which is the minimum acceptance ratio provided for in the offer conditions, was also examined. In a scenario where Linde PLC would own less than 100 % of Linde Shares the realization of synergies may require certain post-closing corporate measures such as the conclusion of a domination and/or profit and loss transfer agreement with Linde or a Squeeze-Out of Linde's minority shareholders. Such corporate measures may result in the obligation of Linde PLC or any of its subsidiaries to pay to minority shareholders of Linde a guaranteed dividend or an annual compensation or to acquire the Linde Shares of minority shareholders at an adequate exit compensation consisting of cash or Linde PLC Shares, whereby each of the guaranteed dividend, the annual compensation and the exit compensation would be based on the prevailing stock price per Linde Share or an expert valuation as of the relevant future valuation date. Under the conditions prevailing as of today and due to the absence of better information regarding the conditions that will prevail as of the future valuation date relevant for such post-closing corporate measure, there was no additional cost to be taken into account in view of such future measure.

The aggregated hypothetical business plan of Linde PLC represents the sum of the stand-alone business plans for Linde and for Praxair, taking into account valuation-related adjustments as well as synergies expected from the Business Combination. The aggregated hypothetical business plan does not consider any purchase price accounting adjustments or any differences between IFRS and U.S. GAAP.

With regard to the planning assumptions for the development of their respective operating business, responsibility lies exclusively with Linde and Praxair. EY has assessed the plausibility of the individual business plans through discussions with the respective management teams and EY's own analyses. Plans on synergies were provided by Linde and Praxair as a range. EY has analyzed the synergies and took the lower end of the range into account as part of the valuation exercise.

Certain regulatory agencies may impose requirements in connection with their approval of the business combination, which will require Linde and/or Praxair to divest certain assets and/or businesses. There exists the possibility that

certain assets and/or businesses might need to be divested at a purchase price which may be below or above the implied earnings value. Furthermore, there exists the potential risk that in the future certain business activities currently conducted by Linde or its subsidiaries may need to be discontinued due to legal or geopolitical considerations which may adversely affect future

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earnings of the combined group. Linde's and Praxair's management have not identified any further quantifiable material adverse synergies, e.g. any loss of revenue, which they do not expect to be outweighed by additional synergies.

For the conversion of the projected figures of Praxair from USD to EUR, the technical development of business plans and determination of the terminal value as well as the assessment of future performance figures, EY referred to internal company plans and market data.

The specific steps of the valuation including the derivation of net distribution to be discounted periodically, the determination of an appropriate discount rate, the composition of separately valued assets, as well as the determination of the resulting company value are described in detail below.

10.3.3 Basis for valuation and analyses of projections and synergies

A starting point of the plausibility analysis by EY is the analysis of historical events, as these may serve as a first point of orientation for the analysis of financial expectations. However, Linde PLC was only formed recently and has no operational business, yet. To validate the plausibility of the aggregated hypothetical planning against the background of the past, EY has derived from discussions with management a fictional "as if" income statement as well as a fictional balance sheet of Linde PLC for the years 2013 through 2016. Therein, the audited consolidated actual figures of the years 2013 to 2016 of Linde and Praxair were used. The actual USD denominated figures were converted in EUR using exchange rates for the respective accounting dates.

The "as if"-figures for the fiscal years 2013 through 2016 solely serve to assess the plausibility of the financial expectations. To the extent profits in the consolidated financial statements were influenced by items outside the ordinary course of business, which distorted fictional results for Linde PLC for the past, and affected the comparison of results within the forecast period against "as if"-figures, the impact of these one-off effects was adjusted. For Linde, this includes primarily the adjustment of the income statement for the logistics business Gist, the adjustment of EBITDA for one-off dividend earnings and income from modified pension plans, as well as the adjustment of depreciations due to the logistics business Gist. For Praxair, adjustments were primarily made to EBITDA to account for the settlement of pension plans, impact of certain currencies effects, and expenses for short-term optimization programs.

The aggregated hypothetical plan of Linde PLC for the years 2017 through 2024, including synergies expected from the companies from the Business Combination, forms the basis of the discounted earnings valuation.

To establish the aggregated hypothetical plan, the planning of Praxair, denominating in USD, was converted using the following forward exchange rates from USD to EUR:

Forward rate	12/31/2016	12/31/2017	12/31/2018	12/31/2019	12/31/2020	12/31/2021	12/31/2022	12/31/2023	12/31/2024
USD / EUR	1.05	1.14	1.16	1.19	1.21	1.24	1.26	1.29	1.49

Source: Bloomberg, EY calculation

Linde and Praxair provided business plans for the years 2017 – 2020. The business plan for Linde was extrapolated by Linde for one year to 2021. EY has extended the business plan of Praxair for one more year.

In addition, EY has extended the stand-alone business plans of Linde and Praxair by three (3) more years until 2024 in order to account for the forecasted period-specific synergies resulting from the Business Combination and to form a basis for the sustainable terminal value. In doing so, a growth rate of 1.0% was assumed for Linde and a growth rate of 1.5% was assumed for Praxair. This was done in order to reflect the fade-out of growth investment in order to arrive at a sustainable terminal value basis. Furthermore, the financial planning for these periods take into account foreign currency effects

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from the use of forward rates when integrating the USD-denominated Praxair business plan into the aggregated hypothetical plan. Against this background these planning periods are technical in nature in order to arrive at a steady state according to IDW S 1 2008, no. 77 *et seq.* for the purposes of a business valuation. Also, a constant EBITDA margin (excluding the impact of synergies) based on the planning year 2021 was used as a basis.

Subsequently, the aggregated hypothetical planning of Linde PLC was determined as the sum of the stand-alone planning for Linde and Praxair, including expected synergies resulting from the Business Combination. It was assumed that Linde PLC comprises Linde and Praxair by 100%.

Linde PLC aggregated hypothetical plan

Income statement

Currency: EURm	FY16A	FY17F	FY18F	FY19F	FY20F	FY21F	FY22F	FY23F	FY24F	TV
Net earnings	26,964	26,708	27,828	28,537	29,438	30,177	30,314	30,479	29,338	29,705
Growth		-1.0%	4.2%	2.5%	3.2%	2.5%	0.5%	0.5%	-3.7%	1.3%
EBITDA	7,220	7,072	7,599	7,964	8,675	9,048	9,169	9,245	8,800	8,910
Margin	26.8%	26.5%	27.3%	27.9%	29.5%	30.0%	30.2%	30.3%	30.0%	30.0%
Depreciation & A	(2,964)	(2,973)	(3,075)	(3,124)	(3,203)	(3,190)	(2,313)	(1,427)	(1,350)	(1,367)
EBIT	4,256	4,099	4,523	4,840	5,472	5,857	6,856	7,819	7,450	7,543
Interest income		22	22	22	22	22	23	23	23	23
Interest expense		(466)	(443)	(416)	(386)	(372)	(374)	(376)	(360)	(364)
EBIT		3,656	4,103	4,446	5,109	5,507	6,504	7,466	7,113	7,202
Taxes		(977)	(1,098)	(1,190)	(1,367)	(1,472)	(1,737)	(1,992)	(1,894)	(1,918)
Annual profit		2,679	3,005	3,257	3,742	4,035	4,768	5,474	5,219	5,284
Minority interests		(172)	(201)	(220)	(254)	(277)	(333)	(387)	(380)	(385)
Retention		(1,034)	(886)	(893)	(978)	(714)	158	113	658	(141)
Net distribution		1,473	1,918	2,143	2,510	3,045	4,593	5,200	5,497	4,759

Note: Building an aggregated hypothetical plan for Linde PLC requires adjustments (*e.g.* currency translation) to the original stand-alone business plans provided by Linde and Praxair. Therefore the figures implied in the aggregated hypothetical plan may differ from original stand-alone business plans provided by Linde and Praxair.

(i) Planned EBIT of Linde PLC

Within the planning period from FY17F to FY21F an increase in EBIT from EUR 4,099 million in FY17F to EUR 5,857 million FY21F on the basis of net earnings, operating costs, and depreciation is expected. This corresponds to an average compound annual growth rate of the EBIT of 9.3%. Parts of this development are, in particular, synergy effects and ongoing restructuring programs. EBIT margin for FY17F amounts to 15.3% and increases to 19.4% by FY21F. Based on the aforementioned assumptions this will result in an increase of EBIT to EUR 7.450 million in FY24F.

(ii) Plan of interest results and taxes

The financial result of Linde PLC was determined on the basis of expected financial results by the management of Linde or, respectively, Praxair.

The aggregated hypothetical plan of the Bidder considers an average company tax rate determined on the basis of the expected corporate tax rates of Linde and Praxair. With this, the resulting taxes of Linde PLC fall within a range from 26.6% to 26.8% of earnings before taxes.

(iii) Deriving sustainable earnings

EY has derived the sustainable operative earnings for Linde PLC for the fiscal years 2025 *et seq.* by extending net earnings of the year 2024 taking into account a growth rate of 1.25% and a full realization of the provided revenue and cost synergies. The sustainable EBITDA margin was extended according to the forecast EBITDA margin of the last detailed planning year 2024. For the terminal

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value phase, EY has assumed that synergies expected from the Business Combination may be realized at least to the extent considered as lower end of the expected range.

10.3.4 Determination of discount rate

For the valuation of a company, expected future distributions are discounted back to the valuation date by means of an appropriate discount rate. Economically, the calculation of the discounted earnings value consists of a comparison of the revenue surplus to its shareholders with an alternative investment. The benchmark is the cash flow achievable with the investment that is the best alternative compared to the object being valued. In economic terms, the discount rate represents the decision alternative of an investor, who compares the return of his investment in a specific company with the return of an alternative investment in shares of a company. The discount rate represents the return of an adequate alternative investment comparable to the investment in the company being valued, if the alternative investment is equivalent in terms of maturity, risk, and taxation to the cash flow that is to be capitalized (*cf.* IDW S1 2008, Section 7.2.4.1).

As a basis for the determination of alternative returns, in particular capital markets returns for investments in a company (in form of a stock portfolio) must be considered. According to IDW S1 2008, no. 115, those stock returns must be broken down into the risk-free rate and a risk premium demanded by investors as compensation for bearing the entrepreneurial risk. For such differentiation, capital market models such as CAPM or TAX-CAPM (*cf.* IDW S 1 2008, no. 118 *et seq.*) may be used.

According to the basic principles of CAPM, the capital interest rate is comprised of the components risk-free rate, risk premium, and deduction for growth. EY has determined the discount rate as follows:

Risk-free rate

The purpose of the risk-free rate is to determine a risk-free and maturity-adequate alternative investment similar to the investment in the company being valued. With regard to its virtually secure character, German government bonds meet this risk-free requirement to the greatest extent possible.

If a company is valued on the assumption of an indefinite maturity, the return of a government bond with indefinite maturity effective on the valuation date should be used as the risk-free rate with an equivalent term. In the absence of such terminal bonds, it seems reasonable to apply the return of long-term government bonds as a basis. The development of interest rates in the past and the current yield curve may be used as a basis for the required reinvestment (IDW S1 2008, no. 117).

The IDW's Technical Committee for Company Valuation and Business Administration (*Fachausschuss für Unternehmensbewertung und Betriebswirtschaft*) (**FAUB**) addressed the question as to how the yield curve may be used to derive risk-free rates (see IDW Statement No. 8/2005). According to FAUB, in this case the yield curve for government bonds shall be used for an objective determination of the company value. From this term structure on the bond market, the relationship between interest rates and maturities, as it would apply for so-called zero-bonds without credit risk, may be derived. The maturity-equivalent zero-bonds interest rates derived from the yield curve ensure an equivalent maturity (see Jonas/Wieland-Böse/Schiffarth, *Finanz-Betrieb* 2004, p. 647 *et seq.*). IDW recommends using the yield curve data published by the German Central Bank (*Deutsche Bundesbank*) as a basis.

To smooth out short-term market fluctuations as well as potential estimation errors, particularly for the long-term returns relevant for company valuations, it may be appropriate to use average values instead of solely using estimated

zero-bond interest rates as at the valuation date. To ensure practicable and transparent smoothing, period-specific average interest rates may be derived from the estimated returns of the previous three (3) months. To determine the risk-free rate in the present company valuation, the base interest rate was estimated using the Svensson model over a period from March 1, 2017 to May 31, 2017, resulting in a risk-free rate of 1.25% rounded to 25 basis points.

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Inflation premium

As local country-specific plans for Linde and Praxair were prepared on the basis of local currencies as well as local inflation expectations, period-specific premiums (inflation premium) were added to the discount rate to account for implicit inflation differences compared to EUR or, as applicable, USD.

Country-specific risk

With regard to country-specific risk no additional risk premium was added, as for the determination of the cost of equity, the group of peer companies already comprises large global companies in the industrial gas sector, which are directly comparable to Linde PLC with regard to their geographical orientation. They are geographically well diversified companies, which is why a risk-adjustment for country-specific risks was not necessary. This approach is also supported by the IDW practical guidelines (*Fragen und Antworten: Zur praktischen Anwendung der Grundsätze zur Durchführung von Unternehmensbewertungen nach IDW S1 i.d.F. 2008* , as of July 4, 2016 and also statement thereto *Stellungnahme des FAUB zur Berücksichtigung von Länderrisiken bei Unternehmensbewertungen durch Wirtschaftsprüfer*) and valuation literature (*Länderrisiken im Rahmen von Unternehmensbewertungen* , C. Zwirner/M. Kähler, Der Betrieb, 2015, p. 1674).

Market risk premium

An investment in shares of a company carries a greater risk than an investment in fixed-income securities. As opposed to an investment in risk-free government bonds whose long-term expected return is reflected in the risk-free rate the amount and chronological distribution of projected returns from an investment in a company is subject to uncertainty. Market participants use risk premiums on the interest rate for a risk-free investment to compensate for the uncertainties with regard to the risks and rewards of an entrepreneurial commitment and the development of future cash flows. In this regard, not the subjective risk propensity of an individual shareholder but rather the general market behavior shall be used.

Risk premiums may be derived using capital market pricing models from returns on equities empirically determined on the capital markets. CAPM represents a capital market model by means of which future expected returns on an investment may be calculated from the sum of the risk-free rate and the beta factor weighted market risk premium. The market risk premium is calculated based on the difference in returns between the equity investments in stocks and risk-free investments.

FAUB regularly discusses effects of the respective current capital market situation on the determination of the discount rate on the basis of CAPM.

On September 19, 2012, FAUB published additional guidelines suggesting a market risk premium within in the range between 5.5% and 7.0% before personal tax in connection due to the observed greater degree of uncertainty and therein expressed increased risk aversion on capital markets. EY has performed its own studies regarding the determination of the market risk premium using, *inter alia*, real returns that confirmed the scale of the margins of this range of value (see in detail Wagner/Mackenstedt/Schieszl/Lenckner/Willershausen: *Consequences of the financial markets crises for the determination of the discount rate in company valuations* , *cf.* WPg 19/2013, p. 948 *et. seq.*).

In light of the current market situation, particularly the ongoing sovereign debt and financial market crises, we deem a market risk of 6.5% before personal taxes as adequate on the basis of currently observable market risk premiums in the German and U.S. financial markets.

Beta factor

The company-specific risk premium according to CAPM is calculated by multiplying the market risk premium and the so-called beta factor. The beta factor reflects the risk of a specific stock compared to

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all the other stocks (market portfolio). A beta factor greater than 1.0 means an above-average risk compared to the overall market, a beta factor smaller than 1.0 (but higher than 0.0) indicates a lower average risk in comparison to the overall market.

In general and to the extent possible, beta factors are obtained on a market basis, taking into account historical market prices and regression analyses. If the company being valued is publicly listed, its own beta factor may be applied under certain circumstances. As the future rather than the historical beta factor is critical for valuation purposes, the extent to which the expected risk may be compared with risk observed in the past must be assessed.

Alternatively, the beta factor of the peer group may be applied. In this case, care must be taken to ensure that companies included in the peer group are comparable to the company being valued with regard to their systematic risk.

With regard to the determination of comparable companies, it is useful to consider companies within the same sector and, respectively, a comparable product and market structure. In certain cases, it may be useful to consider comparable companies from directly comparable product and market segments, in case the essential valuation-related characteristics correspond to each other. An absolute congruence is neither possible nor necessary. However, future surpluses of cash flows of the company to be compared to the company being valued should be subject to a largely comparable operational risk.

As Linde PLC Offer Shares are currently not traded on any stock exchange, there are no historical stock prices for Linde PLC available for use to determine a beta factor. EY has compiled a peer group of comparable companies and reviewed their beta factors. On this basis, EY has determined an unlevered beta factor for Linde PLC of 0.74.

Derivation of peer group beta factor

Peer group company	Unlevered beta (5 years monthly)
Linde	0.62
Praxair	0.79
Air Products and Chemicals	1.07
Air Liquide	0.74
Taiyo Nippon Sanso	0.64
Median	0.74

The capital structure risk of Linde PLC was accounted for by a period-specific adjustment of this unlevered beta factor to the expected annual capital structure of Linde PLC. The applied risk premium results from the multiplication of the market risk premium with the periodically changing levered beta factor.

Deduction for growth

Business planning, as in the present case, is typically based on nominal values and directly reflects inflation-related increases in expected income and expenses. An increase in earnings resulting from that is largely subject to the ability of the company to pass on inflation-related cost increases to customers by increasing prices and, respectively, to compensate them through efficiency improvements.

While earnings increases in the planning phase are directly reflected in values to be discounted, a sustainable earnings increase must be accounted for in the terminal value by adjusting the capitalization formula.

In case of the company being valued, for the financial years 2025 *et seq.* it was assumed that distributable surpluses will sustainably grow by 1.25% per year, considering income, expense, and balance sheet development of the business. Accordingly, a deduction for growth of 1.25% was applied

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for the calculation of the cost of capital. On the basis of these above mentioned considerations, EY has deemed the following appropriate discount rate for Linde PLC:

Linde PLC cost of equity

	FY17F	FY18F	FY19F	FY20F	FY21F	FY22F	FY23F	FY24F	TV
Risk-free rate	1.25%	1.25%	1.25%	1.25%	1.25%	1.25%	1.25%	1.25%	1.25%
Inflation premium	0.44%	0.35%	0.18%	0.20%	0.28%	0.32%	0.33%	0.33%	0.34%
Market risk premium	6.50%	6.50%	6.50%	6.50%	6.50%	6.50%	6.50%	6.50%	6.50%
Beta (unlevered)	0.74	0.74	0.74	0.74	0.74	0.74	0.74	0.74	0.74
Beta (relevered)	0.90	0.88	0.87	0.86	0.85	0.84	0.84	0.84	0.83
Debt to equity ratio	30.27%	26.40%	24.35%	22.41%	20.65%	19.45%	19.23%	19.15%	17.89%
Growth rate terminal value									1.25%
Equity capital costs	7.55%	7.32%	7.08%	7.03%	7.05%	7.05%	7.05%	7.05%	5.76%

10.3.5 Discounted earnings value

The operational discounted earnings value of Linde PLC is derived by discounting the capitalized earnings of Linde PLC including synergies as of valuation date May 31, 2017 and amounts to approximately EUR 67,827 million.

Linde PLC discounted earnings value

	FY17F	FY18F	FY19F	FY20F	FY21F	FY22F	FY23F	FY24F	TV
Net distribution	1,473	1,918	2,143	2,510	3,045	4,593	5,200	5,497	4,759
Equity capital costs	7.55%	7.32%	7.08%	7.03%	7.05%	7.05%	7.05%	7.05%	5.76%
Net present value factor	0.930	0.866	0.809	0.756	0.706	0.660	0.616	0.576	9.994
Net present value	1,370	1,662	1,734	1,898	2,150	3,030	3,205	3,164	47,561
Discounted earnings value as at January 1, 2017	65,774								

1.0312

Accumulation
factor

**Discounted
earnings value as
at May 31, 2017 67,827**

10.3.6 Separately valued assets

As described above, assets, *inter alia*, that may be sold individually without affecting the continuation of the business, have been valued separately as non-operating assets. EY has identified and separately valued assets of Linde PLC that are to be recorded in the context of the discounted earnings valuation.

Separately valued assets primarily consists of investments of Linde PLC. The logistics business Gist was treated as separately valued asset, and deemed as held for sale. Additional separately valued assets result from tax loss carryforwards, deferred taxes, receivables from leasing, and bonds. Furthermore, implementation costs dedicated to expected divestments have been considered as deductions.

Separately valued assets of Linde PLC amount to EUR 1,805 million in total.

Table of Contents**10.3.7 Derivation of company value and value per share**

As of the valuation date May 31, 2017, the company value of Linde PLC results from the discounted earnings value plus separately valued assets and assuming a 100% acceptance ratio of Linde Shareholders amounts to EUR 69,633 million.

As of the valuation date, stock options as well as rights to receive Linde Shares (matching share awards) were outstanding in the context of stock-based compensation for executive board members as well as senior executives at Linde. As of the valuation date, stock options as well as rights to receive Linde Shares (matching share awards) were outstanding in the context of stock-based compensation for executive board members as well as senior executives at Linde. The valuation is based on the assumption that the instruments regarding all stock options and matching share awards exercisable in the future, will be settled in cash. Therefore, these instruments will not lead to a dilution effect. This cash settlement is already taken into account in Linde's business plan and also forms part of the valuation considerations.

At Praxair, stock options and performance/restricted shares also exist in the context of stock-based employee compensation, which will be rolled over to Linde PLC and result in a dilutive effect if exercised. The estimated 6 million Praxair Shares represent a conservative estimate of dilution due to stock options and other employee share based awards that occurred over the course of the last ten years at Praxair. To test this number, further dilution estimates using various conservative sensitivities around option exercises, share price and performance share payout ratios were computed. These sensitivities yielded results under 6 million shares, and, therefore, to be conservative, 6 million shares were used as estimated dilutive shares.

On this basis, the maximum number of Linde PLC Shares is 577,750,770.

Number of Linde PLC Shares

	June 1, 2017	Exchange ratio	Linde PLC Shares at 100% acceptance ratio
Linde Shares	185,733,180		
Treasury Stock	95,109		
Linde Shares total	185,638,071	1.54	285,882,630
Praxair Shares	383,230,625		
Treasury Stock	97,362,485		
Implicit dilution effect	6,000,000		
Praxair Shares total	291,868,140	1.00	291,868,140
Aggregate			577,750,770

On this basis, the derivation of the value of Linde PLC Offer Shares as of May 31, 2017 is as follows:

Value per Linde PLC Share

Operational discounted earnings value as at May 31, 2017 (in EUR million)	67,827
Separately valued assets (in EUR million)	1,805

Market value of equity capital (in EUR million)	69,633
Number of Linde PLC Shares	577,750,770

Value per share (in EUR)	120.52
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In case of an acceptance ratio of 100%, the value per Linde PLC Offer Share amounts to EUR 120.52.

In case a lower number of shareholders accepts the takeover offer and only 75% of Linde Shares are tendered for exchange into Linde PLC Offer Shares, 139,228,554 Linde Shares would be exchanged for 214,411,974 Linde PLC Shares. The 214,411,974 Linde PLC Shares to be issued in this case and the unchanged number of 291,868,140 Linde PLC Shares to be issued in exchange of the

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Praxair-Shares would lead to an aggregate issuance of only 506,280,114 Linde PLC Shares. In this scenario, the market value of equity for Linde PLC would amount to EUR 61,400 million. As a result, in case of a 75% acceptance ratio the value per Linde PLC Offer Share would amount to EUR 121.28.

10.3.8 Plausibility assessment of the company value and value per Linde PLC Offer Share based on analysts estimates

To make a plausibility assessment of the derived business valuation, EY has performed an additional discounted earnings valuation on the basis of consensus estimates of independent financial analysts. For this purpose, the financial forecasts by independent analysts were discounted back, taking synergies into account, to the valuation date. These forecasts deviate from internal plans of Linde and Praxair and have not been chosen, reviewed nor endorsed by the respective managements of Linde, Praxair or Linde PLC.

Aggregated financial forecasts by independent analysts with regard to revenue, EBITDA and EBIT for Linde and Praxair for the years 2017 through 2019 served as the basis for the plausibility assessment.

As a result, the valuation based on the consensus estimates of analysts did not materially deviate from the results of the discounted earnings valuation.

10.3.9 Plausibility assessment of the enterprise value and value per Linde PLC Offer Share on the basis of stock market prices

For a further assessment of plausibility of the company value for Linde PLC based on the discounted earnings method, EY assessed the market capitalization of Linde and Praxair as of the valuation date plus net present value of synergies.

Also, when taking into account the market values under consideration of synergies to make a plausibility assessment, the resulting values per Linde PLC Offer Share exceed the 3-Month Average Price of EUR 160.30.

Praxair's and Linde's management believe that the impacts from divestitures and adverse synergies would not adversely affect the statement on the adequacy of the Offer Consideration under the Exchange Offer below, *i.e.* that the value of 1.540 Linde PLC Offer Shares will be higher than the three-month-average price of the Linde Shares.

10.4 Final statement regarding the Offer Consideration

Due to the non-existence of a reference stock exchange price of Linde PLC, EY has made a valuation of Linde PLC as at May 31, 2017 in accordance with IDW S1 2008. IDW S1 2008 as well as the valuation methodology used for this valuation represent an adequate and generally accepted method for company valuations. As described above, EY has come to the conclusion that the value of each Linde PLC Offer Shares at the valuation date is

EUR 120.52 if the Exchange Offer is accepted for 100% of Linde Shares; and

EUR 121.28 if the Exchange Offer is accepted for only 75% of Linde Shares.

Value of offer consideration

Acceptance ratio	100%	75%
Value per Linde PLC Offer Share in EUR	120.52	121.28
Exchange ratio	1.54	1.54
Value of offer consideration in EUR	185.61	186.77
3-Month average price Linde in EUR	160.30	160.30

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Therefore, the value per 1.540 Linde PLC Offer Shares under the Exchange Offer, as determined by EY, exceeds the minimum value required for complying with the minimum price rules.

Against this background the Bidder believes that the Offer Consideration is appropriate within the meaning of Section 31 para. 1 Takeover Act, as it includes an implied premium offered to Linde Shareholders.

The Bidder has not applied any valuation methods other than those described above to determine the Offer Consideration.

10.5 Non-applicability of Section 33b Takeover Act

The Linde AG Articles of Association do not allow for the application of Section 33b para. 2 Takeover Act. The Bidder is therefore not under the obligation to pay any indemnities in accordance with Section 33b para. 5 Takeover Act.

11. Regulatory approvals and procedures

11.1 Antitrust proceedings

The Exchange Offer will be subject to review by antitrust authorities in a number of jurisdictions in addition to the European Union and the United States (see section *5.1 Regulatory Approvals Related to the Business Combination* of **Annex 3**). Under some of these jurisdictions, the Exchange Offer and/or the Business Combination may not be consummated before a notification has been submitted to the relevant antitrust authority and/or certain consents, approvals, permits or authorizations have been obtained and/or the applicable waiting period has expired or has been terminated. The Bidder intends to make all necessary notifications and filings in these jurisdictions as soon as practicable.

Further, the Exchange Offer and the agreements which come into existence as a result of accepting the Exchange Offer will only be settled if, *inter alia*, in the following jurisdictions, the competent Antitrust Authorities approve the Business Combination or the statutory waiting periods have expired (as described in Section 12.1.2) prior to the Longstop Date, unless validly waived until one (1) working day prior to the expiration of the Acceptance Period (as described in Section 12.3):

- (i) European Union;

- (ii) United States;

- (iii) China;

- (iv) India;

(v) South Korea;

(vi) Brazil;

(vii) Russia;

(viii) Canada; and

(ix) Mexico.

The Bidder intends to make all necessary notifications and filings in these jurisdictions as soon as practicable. The antitrust proceedings and the current status of such proceedings may be summarized as follows.

11.1.1 European Union

In the European Union, antitrust clearance proceedings are conducted with the European Commission as the competent antitrust authority and are governed by Council Regulation (EC) No. 139/2004 (the **EU Merger Regulation**). The antitrust clearance proceedings under the EU Merger Regulation are structured in three stages: Pre-notification contacts, Phase I and Phase II.

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Pre-notification contacts are important and standard practice for notifications with the Commission. In the course of pre-notification contacts, a draft of the notification is submitted to the European Commission's case team to ensure that the notification can be considered complete.

Following the formal notification to the European Commission, the European Commission has 25 working days following receipt of a complete notification form to issue a decision declaring the Business Combination to be compatible with the Common Market or to open an in-depth investigation (Phase I). If the European Commission initiates an in-depth investigation, it must issue a final decision as to whether or not the business combination is compatible with the Common Market no later than 90 working days after the initiation of the in-depth investigation (Phase II). These periods may be extended in certain circumstances.

The Bidder, Linde and Praxair intend to submit the formal notification as soon as possible and are in close contact to the European Commission's case team in that regard. As already described, the formal notification shall be submitted in the short term. The timing of the proceeding cannot be predicted.

11.1.2 United States

In the United States, antitrust clearance is governed by the Hart-Scott Rodino Antitrust Improvements Act of 1976, as amended (the **HSR Act**) and the rules promulgated thereunder by the Federal Trade Commission (the **FTC**).

Pursuant to such laws and rules, the Business Combination may not be completed until notification and report forms have been filed with the FTC and the antitrust division of the Department of Justice (the **DOJ**) and the applicable waiting periods have expired or have been terminated.

On July 7, 2017, Praxair and Linde filed pre-merger notification and report forms pursuant to the HSR Act with the FTC and the DOJ. On August 7, 2017, each of Praxair and Linde received a request for additional information and documentary materials, or second request, from the FTC regarding the Business Combination, thereby extending the waiting period until 11:59 p.m., Eastern Time, on the 30th day after certification of substantial compliance by Praxair and Linde with such second requests, unless altered. Praxair and Linde intend to respond promptly to such second requests and will continue to work cooperatively with regulators in connection with this review. Upon expiration of the additional waiting period, the parties may close the transaction, unless otherwise agreed and unless the competition authority has successfully applied to a federal court for a preliminary injunction against the completion of the Business Combination.

11.1.3 China

In China, antitrust clearance proceedings are conducted with the Ministry of Commerce of the People's Republic of China (the **MOFCOM**).

The proceedings with MOFCOM requires for a pre-notification phase, followed by up to three review phases: Phase I (30 calendar days), Phase II (90 calendar days) and Phase III (60 calendar days). In exceptional cases when applicants cannot agree with MOFCOM on a concept to overcome antitrust concerns at the end of Phase III, the authority may suggest to the parties to withdraw and re-submit the application, thereby restarting the three phases. In complex cases, MOFCOM typically also conducts so-called interdepartmental consultations with other Directorates and Ministries, which may request additional information from the parties.

It is intended to submit the notification in August 2017.

11.1.4 India

In India, antitrust clearance proceedings are governed by the Competition Act of 2002. Under the Competition Act of 2002, the parties to a combination must jointly file a notification with the

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Competition Commission of India (the **CCI**). The maximum statutory review period is 210 calendar days (excluding up to 60 working days to accept any modifications suggested by CCI) consisting of a 30 calendar days Phase I period and, if CCI assesses that the combination is likely to cause or has caused an appreciable adverse effect on competition in India, a Phase II period of up to 180 calendar days.

It is intended to submit the notification in August 2017.

11.1.5 South Korea

In South Korea, antitrust clearance proceedings are governed by the Monopoly Regulation and Fair Trade Act of Korea and are conducted with the Korea Fair Trade Commission (the **KFTC**). The KFTC has 30 calendar days to review a merger filing, which may be extended by an additional 90 calendar days at the KFTC's sole discretion. The review period can be suspended through the issuance of a request for information and would only start running again upon submission by the parties of a full response to the KFTC's request for information.

It is intended to submit the notification in the short term following the publication of this Offer Document.

11.1.6 Brazil

In Brazil, antitrust clearance proceedings are conducted with the Brazilian competition authority, the Conselho Administrativo de Defesa Econômica (the **CADE**). Except in the case of a fast-track proceeding, antitrust clearance proceedings typically begin with filing a draft notification with CADE, followed by the submission of a notification finally agreed with CADE. The merger control review period of the main proceeding is up to 240 calendar days, which CADE may extend by another 90 calendar days at its discretion.

It is intended to submit the notification in the short term following the publication of this Offer Document.

11.1.7 Russia

Russian Competition Law requires an application for the consent of the Federal Antimonopoly Service of the Russian Federation. Once all required documents and information have been provided, there is a 30 calendar-day initial (phase I) investigation period. At its discretion, the Federal Antimonopoly Service may extend the review period by up to two months for an in-depth (phase II) investigation.

It is intended to submit the notification in the short term following the publication of this Offer Document.

11.1.8 Canada

In Canada, antitrust clearance proceedings are conducted with the Canadian Competition Bureau (the **Bureau**). Closing of a notifiable transaction is subject to an initial 30 calendar-day waiting period following the completed notification to the Bureau. If the Bureau decides that further information is required for its review, it may issue a supplementary information request within the initial waiting period. Once the parties have complied with the supplementary information request, a second 30 calendar-day waiting period commences. The Bureau may continue its review beyond the second waiting period and closing may be deferred based on an agreement between the parties

and the Commissioner of the Bureau or an order from the Competition Tribunal.

The Bidder, Linde and Praxair are in contact with the Bureau and intend to submit the notification in the short term following the publication of this Offer Document.

Table of Contents**11.1.9 Mexico**

In Mexico, antitrust clearance proceedings are governed by Mexico's Federal Economic Competition Law and is conducted with the Federal Economic Competition Commission (the **COFECE**). The parties may request a fast-track procedure and, if successful, the COFECE will issue a ruling within 15 days. Stage 1 typically takes approximately 35 days. Once the notification is complete, COFECE may issue a second request for information and data within 15 days. After the parties comply with the request, COFECE has 60 days to issue a ruling. COFECE may extend the period to up to an additional 40 business days.

It is intended to submit the notification by the end of September 2017.

11.1.10 CFIUS

The Business Combination will be reviewed by CFIUS. Under the rules governing the CFIUS process, the President of the United States (the **President**) on the recommendation of CFIUS may prohibit or suspend acquisitions, mergers or takeovers of persons engaged in interstate commerce in the United States by foreign persons. This prohibition or suspension may occur if the President finds that there is credible evidence that leads the President to believe that the proposed transaction might threaten to impair the national security of the United States, and that applicable laws do not provide adequate authority to protect the national security of the United States. Alternatively, CFIUS may resolve any concerns about a transaction's potential impact by agreeing to mitigation measures with the parties prior to clearing the transaction.

The Bidder, Linde and Praxair intend to file a joint voluntary notice with CFIUS as soon as possible following the publication of this Offer Document, likely by the end of September 2017. Following acceptance of the joint voluntary notice for review by CFIUS, a 30 calendar day review period will begin. At or prior to the expiration of this review period, CFIUS may clear the Business Combination or notify the parties that CFIUS has initiated a 45 calendar day investigation phase. If, following this investigation phase, CFIUS determines that there are no unresolved national security concerns, it may clear the Business Combination. If CFIUS determines that there are unresolved national security concerns, it may submit a recommendation to the President that the Business Combination be suspended or prohibited. If CFIUS is unable to reach a conclusion regarding what to recommend or otherwise believes that the President should make the determination, CFIUS must submit a report to the President requesting the President to make the determination regarding disposition of the Business Combination. After receiving the report from CFIUS, the President would have 15 calendar days to determine whether to take action regarding the Business Combination, including its suspension or prohibition. At any time during this process, the Bidder, Linde and Praxair may voluntarily withdraw, and refile the joint voluntary notice to permit additional time to address concerns raised by CFIUS.

The Bidder, Linde and Praxair expect that the proceeding will be concluded in the first quarter of 2018. However, it cannot be excluded that the proceedings will be concluded at a later time.

11.2 Registration Statement

The Registration Statement is necessary in order to register the offer of Linde PLC Shares under the Securities Act. The SEC must declare the Registration Statement effective prior to the expiration of the Acceptance Period. Once the Bidder has sufficiently addressed all SEC comments in the amendments to the Registration Statement, the Bidder may request that the SEC declared the Registration Statement effective.

11.2.1 Status of the proceedings

The Registration Statement was initially filed with the SEC on June 5, 2017. On June 29, 2017, July 20, 2017, August 3, 2017 and August 9, 2017, the Bidder received comment letters from the SEC

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with respect to the Registration Statement. Following these comments letters, on July 12, 2017, July 28, 2017, August 7, 2017 and August 10, 2017, respectively, the Bidder filed amendments to the Registration Statement with the SEC.

11.2.2 Stop Order

If the SEC, at any time, is of the opinion that the Registration Statement includes any untrue statement of a material fact or omits to state any material fact required to be stated therein or necessary to make the statements therein not misleading, the SEC may, pursuant to Section 8(d) of the Securities Act, after notice to the Bidder and a hearing of the Bidder, issue a stop order suspending the effectiveness of the Registration Statement. If the SEC were to issue a stop order for the Exchange Offer, the Bidder would not be able to settle the Exchange Offer. However, if the Bidder revises the Registration Statement according to the requirements of the stop order, the SEC would revoke the stop order.

11.3 Permission to publish the Offer Document

BaFin approved the publication of this Offer Document by the Bidder on August 15, 2017.

12. Requirements for the settlement of the Exchange Offer

12.1 Closing Conditions

The Exchange Offer and the agreements which come into existence as a result of accepting the Exchange Offer will only be settled if the following conditions (the **Closing Conditions**) have been satisfied or effectively waived by the Bidder before the default of the respective Closing Condition (see Section 12.3) (each a condition subsequent (*auflösende Bedingung*)) (if one of the following subsections lists more than one condition, each such condition is a Closing Condition for the purposes of this Offer Document).

12.1.1 Minimum Tender Condition

At the time of the expiration of the Acceptance Period, the sum of the number of

- (1) Tendered Linde Shares (including those Linde Shares for which the acceptance of the Exchange Offer has been declared during the Acceptance Period but only becomes effective after the expiration of the Acceptance Period by transferring the Linde Shares to ISIN DE000A2E4L75 (WKN A2E 4L7) for which the right to withdrawal has not been validly exercised in accordance with this Offer Document;
- (2) Linde Shares held directly by the Bidder, any member of Linde PLC Group or any other person acting jointly with the Bidder within the meaning of Section 2 para. 5 Takeover Act (excluding, for the avoidance of doubt, any Linde Treasury Shares);

- (3) Linde Shares that must be attributed to the Bidder or any member of Linde PLC Group in accordance with Section 30 Takeover Act;
- (4) Linde Shares for which the Bidder, any member of Linde PLC Group or any other person acting jointly with the Bidder within the meaning of Section 2 para. 5 Takeover Act has entered into an agreement outside of the Exchange Offer, giving them the right to demand the transfer of title of such Linde Shares; and

(5) Linde Shares for which Irrevocable Undertakings have been executed and delivered to Linde PLC, (Linde Shares that fall within the scope of several of the Sections 12.1.1(1) through 12.1.1(5) are counted only once) equals or is greater than 139,228,554 Linde Shares (75 % of all Linde Shares entitled to voting rights existing at the time of the publication of this Offer Document, excluding, for the avoidance of doubt, any Linde Treasury Shares) (the **Minimum Acceptance Ratio**).

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12.1.2 Regulatory Condition

After publication of this Offer Document

(1) and at the latest by the Longstop Date:

- (i) the Business Combination has been approved by the competent Antitrust Authorities in the following jurisdictions or the statutory waiting periods in the following jurisdictions have expired, with the result that the Business Combination contemplated by the Exchange Offer may be completed:
 - (a) The European Union;
 - (b) The United States;
 - (c) China;
 - (d) India;
 - (e) South Korea;
 - (f) Brazil;
 - (g) Russia;
 - (h) Canada; and
 - (i) Mexico.
- (ii) the approval by CFIUS has been obtained. This is deemed to have occurred if (a) a written notice issued by CFIUS stating that the Business Combination does not constitute a covered transaction pursuant to Section 721 of the Defense Production Act, as amended, or that following its review or investigation of the Business Combination, CFIUS has determined that there are no unresolved national security concerns and concluded all actions under the Defense Production Act, as amended, or (b) CFIUS has sent a report to the President of the United States requesting the President's decision, then (x) the President has announced a decision not to take any action to

suspend or prohibit the Business Combination or (y) the President has not taken any action after fifteen (15) days from the date the President received such report from CFIUS;

- (2) and provided that the Settlement of the Exchange Offer has not already occurred, until the Long-Stop Date, no governmental authority that must grant a regulatory approval required under Section 12.1.2(1) has denied such grant in writing and such denial has become final, binding and non-appealable.

This Closing Condition is hereinafter referred to as the **Regulatory Condition** .

12.1.3 Registration Statement Condition

As of the expiration of the Acceptance Period:

- (1) the Registration Statement regarding the Linde PLC Shares has been declared effective by the SEC; and
- (2) the Registration Statement regarding the Linde PLC Shares is not the subject of any stop order issued by the SEC pursuant to Section 8(d) Securities Act or any proceeding initiated by the SEC seeking such a stop order.

This Closing Condition is hereinafter referred to as the **Registration Statement Condition** .

12.1.4 Praxair Requisite Vote Condition

Following publication of this Offer Document and until the expiration of the Acceptance Period, the Praxair Requisite Vote (as defined in Section 8.1.1) has been obtained after a vote of the Praxair

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stockholders has been taken at the Praxair special meeting or at any adjournment or postponement thereof.

This Closing Condition is hereinafter referred to as the **Praxair Requisite Vote Condition** .

12.1.5 No Injunction or Illegality Condition

As of the expiration of the Acceptance Period no law, regulation, administrative act, injunction, temporary restraining order or preliminary or permanent injunction or other order issued by any governmental entity in a jurisdiction listed below prohibits or makes illegal the consummation of the Business Combination or the acquisition or Ownership of Linde Shares or Praxair Shares by the Bidder:

Ireland;

United Kingdom;

Germany; and

United States.

This Closing Condition is hereinafter referred to as the **No Injunction or Illegality Condition** .

12.1.6 No Material Adverse Change Condition

- (1) After August 15, 2017 and prior to the expiration of the Acceptance Period (i) Linde shall not have published new circumstances pursuant to Article 17 Market Abuse Regulation and (ii) there shall not have occurred any change, event, circumstance or development that would have had to be published by Linde pursuant to Article 17 Market Abuse Regulation and that Linde did not publish pursuant to Article 17 para. 4 Market Abuse Regulation, and that, in each case of clause (i) or (ii), such circumstances have resulted in, or would reasonably be expected by Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Schwannstraße 6, 40476 Düsseldorf, Germany (the **Independent Expert**) to result in, individually or in the aggregate, a recurring (for at least two (2) consecutive financial years) negative effect on the annual EBITDA of Linde in financial years 2017 and 2018 or 2018 and 2019 in excess of EUR 410 million or a one (1)-time negative effect on the annual EBITDA in financial year 2017, 2018 or 2019 in excess of EUR 820 million. For purposes of this Section 12.1.6(1), EBITDA means the adjusted Group Operating Profit financial metric for such financial period as defined in the annual report of Linde for financial year 2016, with the components thereof determined in accordance with IFRS, as in effect on the date of the Business Combination Agreement, it being understood that, when the Independent Expert determines whether a change, event, circumstance or development has resulted in, or would, in the Independent Expert's view, reasonably be expected to result in, a Linde Material Adverse Change, the financial impact of such

change, event, circumstance or development shall not be considered an extraordinary item or other special item to be added back as an adjustment to adjusted Group Operating Profit.

- (2) After August 15, 2017 and prior to the expiration of the Acceptance Period there shall not have occurred any change, event, circumstance or development on the part of Praxair that has resulted in, or would reasonably be expected by the Independent Expert to result in, individually or in the aggregate, a recurring (for at least two (2) consecutive financial years) negative effect on annual EBITDA of Praxair in financial years 2017 and 2018 or 2018 and 2019 in excess of USD 350 million or a one-time negative effect on annual EBITDA in financial year 2017, 2018 or 2019 in excess of USD 700 million. For purposes of this Section 12.1.6(2), EBITDA means the adjusted EBITDA financial metric for such financial period as defined in the annual report of Praxair for financial year 2016, with the components thereof determined in accordance with U.S. GAAP, as in effect on the date of the Business Combination Agreement, it being understood that, when the Independent Expert determines whether a

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change, event, circumstance or development has resulted in, or would, in the Independent Expert's view, reasonably be expected to result in, a Praxair Material Adverse Change, the financial impact of such change, event, circumstance or development shall not be considered an extraordinary item or other special item to be added back as an adjustment to adjusted EBITDA.

Whether a Linde Material Adverse Change or a Praxair Material Adverse Change has occurred is determined exclusively by an expert opinion of the Independent Expert as set out in greater detail in Section 12.2. If (i) the Independent Expert confirms that a Linde Material Adverse Change or a Praxair Material Adverse Change has occurred, (ii) this expert opinion of the Independent Expert has been received by the Bidder by the expiration of the Acceptance Period and (iii) the Bidder has published the receipt and result of the expert opinion at the latest by the date of the publication pursuant to Section 23 para. 1 sentence 1 no. 2 Takeover Act, the Closing Condition as set out in this Section 12.1.6 shall be deemed not satisfied. Otherwise, the Closing Condition as set out in this Section 12.1.6 shall be deemed to have been satisfied.

12.1.7 No Material Compliance Violation

After August 15, 2017 and prior to the expiration of the Acceptance Period no criminal offense or material administrative offense (*Ordnungswidrigkeit*) relating to applicable corruption, anti-bribery, money-laundering or cartel laws by a member of a governing body or officer of Linde or a subsidiary of Linde or, as the case may be, of Praxair or a subsidiary of Praxair, while any such person was operating in their official capacity at, or on behalf of Linde or Praxair or their respective subsidiaries, shall be known to have occurred, if any such Material Compliance Violation constitutes or would constitute, as determined by the Independent Expert (as defined in Section 12.2), insider information for Linde or Praxair pursuant to Article 7 of the Market Abuse Regulation or has constituted insider information prior to its publication, determined as if the Market Abuse Regulation applies to Praxair.

Whether a Material Compliance Violation has occurred will be determined exclusively by an expert opinion of the Independent Expert as set out in greater detail in Section 12.2. If (i) the Independent Expert confirms that a Material Compliance Violation has occurred, (ii) this expert opinion of the Independent Expert has been received by the Bidder by the expiration of the Acceptance Period and (iii) the Bidder has published the receipt and result of the expert opinion of the Independent Expert on or before the date of the publication pursuant to Section 23 para. 1 sentence 1 no. 2 Takeover Act, the Closing Condition as set out in this Section 12.1.7 shall be deemed not satisfied. Otherwise, the Closing Condition as set out in this Section 12.1.7 shall be deemed to have been satisfied.

12.2 Independent Expert

The occurrence of a Linde Material Adverse Change or a Praxair Material Adverse Change or a Material Compliance Violation will be determined by the Independent Expert, which will deliver, using the due and careful consideration of a diligent professional, an opinion in which the Independent Expert determines whether a Linde Material Adverse Change or a Praxair Material Adverse Change and/or a Material Compliance Violation has occurred.

The Independent Expert shall act only upon request of the Bidder. The Bidder shall publish without undue delay and with reference to the Exchange Offer the commencement of the procedure to determine whether a Linde Material Adverse Change or Praxair Material Adverse Change or a Material Compliance Violation has occurred during the Acceptance Period in the German Federal Gazette (*Bundesanzeiger*), *Frankfurter Allgemeine Zeitung*, *The Wall Street Journal* and on the internet at

<http://www.lindepraxairmerger.com> with reference to the Exchange Offer.

If the Bidder receives an opinion of the Independent Expert by the expiration of the Acceptance Period which states that during the Acceptance Period a Linde Material Adverse Change or a Praxair Material Adverse Change or a Material Compliance Violation has occurred, the Bidder is required to publish in the German Federal Gazette (*Bundesanzeiger*), *Frankfurter Allgemeine Zeitung* and *The Wall Street*

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Journal and on the internet (<http://www.lindepraxairmerger.com>) with reference to the Exchange Offer the fact that it has received such opinion and the result of this expert opinion without undue delay, however, at the latest on the date of the publication pursuant to Section 23 para. 1 sentence 1 no. 2 Takeover Act and with reference to the Exchange Offer. The expert opinion of the Independent Expert will be binding and non-appealable upon the Bidder and the Linde Shareholders. The fees and expenses of the Independent Expert shall be borne by the Bidder.

In the Business Combination Agreement, Praxair and Linde committed to provide to the extent legally permissible (i) reasonable support to the Independent Expert and (ii) all requisite information regarding Praxair or Linde, respectively, their respective subsidiaries and the business they operate.

12.3 Waiver of Closing Conditions

The Bidder is entitled up until one working day prior to the expiration of the Acceptance Period, to waive any Closing Condition (other than the Praxair Requisite Vote Condition) to the extent legally permissible, provided the Closing Condition has not already failed. Closing Conditions validly waived in advance by the Bidder will be presumed, for the purposes of the Exchange Offer, to have been satisfied. For purposes of Section 21 para. 1 Takeover Act, the publication of such an amendment of the Exchange Offer pursuant to Section 21 para. 2 Takeover Act in conjunction with Section 14 para. 3 Takeover Act is required.

If the Bidder intends to waive the Closing Condition regarding the non-occurrence of a Linde Material Adverse Change and/or of a Material Compliance Violation by Linde, such waiver is subject to the prior approval by Praxair.

If the Bidder intends to waive the Closing Condition regarding the non-occurrence of a Praxair Material Adverse Change and/or of a Material Compliance Violation by Praxair, such waiver is subject to the prior approval by Linde.

If the Bidder intends to waive any other Closing Condition, such waiver is subject to the prior approval by Linde and Praxair.

In the event of waiving one, several or all of the Closing Conditions or the reduction of the Minimum Acceptance Ratio and the subsequent publication of such an amendment of the Exchange Offer within the last two (2) weeks before the expiration of the Acceptance Period, the Acceptance Period will be extended by two (2) weeks pursuant to Section 21 para. 5 Takeover Act (until November 7, 2017 at 24:00 hours (CET)). The Acceptance Period will be extended only in accordance with the events provided for in the Takeover Act.

12.4 Non-Satisfaction of Closing Conditions

If (i) any of the Closing Conditions contained in Section 12.1.1 and Section 12.1.3 through Section 12.1.7 of this Offer Document has not been satisfied at the expiration of the Acceptance Period or (ii) the Closing Condition contained in Section 12.1.2 of this Offer Document has not been satisfied by the Longstop Date and the Bidder has not effectively waived in advance the relevant Closing Conditions pursuant to Section 21 para. 1 sentence 1 no. 4 Takeover Act by the end of the working day prior to the expiration of the Acceptance Period, as described in more detail in Section 12.1.2, *i.e.*, at the latest by October 23, 2017, the Exchange Offer will terminate.

In this case, the agreements entered into as a result of accepting the Exchange Offer will not be completed and will cease to exist (each a condition subsequent (*auflösende Bedingung*)). Tendered Linde Shares (as defined in Section 13.2(2)) will be reassigned and transferred where necessary to the Custodian Banks. Accordingly, the

Custodian Banks will have to arrange for the Tendered Linde Shares (as defined in Section 13.2(2)) to be transferred into ISIN DE0006483001 (WKN 648300) without undue delay, and in any case, no later than five (5) Business Days after the termination of the Exchange Offer has been made known. The Tendered Linde Shares will be rebooked free of charge for

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Linde Shareholders pursuant to Section 13.11 of this Offer Document. However, any foreign taxes and/or fees and expenses charged by the foreign Custodian Banks that do not have a mutual custody account connection with Clearstream must be borne by the relevant Linde Shareholder.

12.5 Publication

The Bidder will publish without undue delay, both on the internet at the website <http://www.lindepraxairmerger.com>, in the German Federal Gazette (*Bundesanzeiger*) and by way of an English language press release in the United States, if (i) a Closing Condition has been satisfied, (ii) one or all Closing Conditions have been validly waived in advance by the Bidder, (iii) all Closing Conditions have been satisfied unless otherwise validly waived in advance, or (iv) the Exchange Offer will not be completed.

13. Acceptance and Settlement of the Exchange Offer**13.1 Settlement Agent**

The Bidder has appointed Deutsche Bank Aktiengesellschaft (inquiries regarding this Offer Document should be directed by mail to Taunusanlage 12, 60325 Frankfurt am Main, by facsimile at +49 69 91038794 or by email at dct.tender-offers@db.com) as the Settlement Agent for the technical processing of the Exchange Offer.

13.2 Acceptance of the Exchange Offer within the Acceptance Period

Linde Shareholders who wish to accept the Exchange Offer should address any questions regarding the technical execution of the Exchange Offer to the Custodian Bank. These institutions have been separately informed about the procedures for acceptance and Settlement of the Exchange Offer, and they will inform any customers who keep the Linde Shares in their securities custody accounts about the Exchange Offer and the steps required for its acceptance.

Linde Shareholders may only accept the Exchange Offer if, within the Acceptance Period (for information regarding the acceptance of the Exchange Offer during the Additional Acceptance Period, see Section 13.7), they:

- (1) declare to their Custodian Bank in a form that is accepted by this Custodian Bank with respect to declarations the acceptance of the Exchange Offer (the **Declaration of Acceptance**); and
- (2) instruct their Custodian Bank to effect the transfer of Linde Shares in their custody account for which they wish to accept the Exchange Offer into ISIN DE000A2E4L75 (WKN A2E 4L7) at Clearstream (together with the Linde Shares tendered within the Additional Acceptance Period, the **Tendered Linde Shares**).

The Declaration of Acceptance will only be effective if the Tendered Linde Shares are transferred into ISIN DE000A2E4L75 (WKN A2E 4L7) at Clearstream no later than 6:00 p.m. (CET) on the second Business Day after the expiration of the Acceptance Period. The transfers are to be arranged by the Custodian Bank after receipt of the Declaration of Acceptance.

Receipt by the Custodian Bank prior to the end of the Acceptance Period is essential to tender within the Acceptance Period. Declarations of Acceptance that are not received by the Custodian Bank within the Acceptance Period or that have been erroneously or incompletely filled out will not be regarded as an acceptance of the Exchange Offer and do not entitle the respective Linde Shareholders to receive the Offer Consideration. Neither the Bidder, nor persons acting jointly with the Bidder nor their subsidiaries are required to notify the respective Linde Shareholder of any defects or errors in the Declaration of Acceptance, and they assume no liability in the event that such notification is not made.

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13.3 Further declarations in connection with the acceptance of the Exchange Offer

With regard to the Declaration of Acceptance:

- (1) the respective Linde Shareholders accept the Exchange Offer, as set out in this Offer Document, for all Linde Shares held in their custody account at the Custodian Bank at the time of notice unless a different number of Linde Shares is explicitly stated in a form that is accepted by this Custodian Bank with respect to declarations in the Declaration of Acceptance;
- (2) the respective Linde Shareholders instruct and authorize their Custodian Bank to transfer the Linde Shares specified in the Declaration of Acceptance into ISIN DE000A2E4L75 (WKN A2E 4L7) at Clearstream, but to initially leave such shares in their own custody account;
- (3) the respective Linde Shareholders instruct their Custodian Bank to instruct and authorize Clearstream to deposit the Tendered Linde Shares left in the accounts of the Custodian Bank with the ISIN DE000A2E4L75 (WKN A2E 4L7) to the account of the Settlement Agent at Clearstream within the Settlement of the Exchange Offer for the purpose of transferring the ownership of the Tendered Linde Shares to Linde PLC;
- (4) the respective Linde Shareholders transfer subject to the expiration of the Additional Acceptance Period and the satisfaction of the Closing Conditions, unless the Bidder has validly waived in advance one or several Closing Conditions pursuant to Section 21 para. 1 sentence 1 no. 4 Takeover Act their Tendered Linde Shares, including all rights vested in the shares at the time of the Settlement of the Exchange Offer, to Linde PLC;
- (5) the respective Linde Shareholders instruct and authorize the Settlement Agent to transfer the Tendered Linde Shares to Linde PLC following receipt of the Offer Consideration for each Tendered Linde Share by the Settlement Agent; in the course of the Settlement of the Exchange Offer, the Settlement Agent will transfer the Offer Consideration through Clearstream to the Custodian Bank, and the Custodian Bank will credit the Linde PLC Offer Shares (subject to the fractional shares rules in this Section 13.3(6)) in exchange for Tendered Linde Shares to the securities custody account of the relevant former Linde Shareholder at the Custodian Bank;
- (6) the respective Linde Shareholders instruct and authorize their Custodian Bank to aggregate and to sell their fractional shares associated with Linde PLC Offer Shares (together with other fractional shares in the form of whole Linde PLC Offer Shares) or to instruct and authorize Clearstream to do so on their behalf (as described in Section 13.5);
- (7) the respective Linde Shareholders agree and accept that the net proceeds credited for any fractional shares of Linde PLC Offer Shares will be determined on the basis of the average net proceeds per

share realized by Clearstream and/or the Custodian Bank by monetizing whole Linde PLC Offer Shares representing fractional shares of Linde PLC Offer Shares on behalf of the respective Linde Shareholders;

- (8) the respective Linde Shareholders instruct and authorize their Custodian Bank to credit the net proceeds from a sale of such fractional shares of Linde PLC Offer Shares to the account they have set forth in the Declaration of Acceptance;
- (9) the respective Linde Shareholders engage and authorize their Custodian Bank and the Settlement Agent, under exemption from the prohibition of self-dealing according to Section 181 German Civil Code (*Bürgerliches Gesetzbuch*), to take all expedient or necessary actions for settling the Exchange Offer and to issue and receive notices, in particular to effect the transfer of ownership in the Tendered Linde Shares to Linde PLC;
- (10) the respective Linde Shareholders instruct their Custodian Bank to instruct and authorize Clearstream, to provide the Settlement Agent, directly or through the Custodian Bank, on each trading day, all necessary information for announcements regarding the acquisition of shares (see Section 19), particularly the number of Tendered Linde Shares transferred to the custody account of the Custodian Bank at Clearstream into ISIN DE000A2E4L75 (WKN A2E 4L7);

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- (11) the respective Linde Shareholders declare that the Tendered Linde Shares are in their sole ownership, are not subject to any restrictions on disposal and are free from rights and claims of third parties at the time of the transfer of ownership;
- (12) the respective Linde Shareholders instruct and authorize their Custodian Bank to transfer the Declaration of Acceptance and, in the event of withdrawal (see Section 17), the withdrawal letter for the Exchange Offer, to the Settlement Agent upon request; and
- (13) the respective Linde Shareholders declare that they consent to, agree with and accept the Possible Capital Reduction to create distributable reserves (as described in Section 5.1.2(2)).

The declarations, instructions, orders and authorizations listed in the paragraphs above are granted irrevocably in the interest of an implementation of the Exchange Offer. They will expire in case of an effective withdrawal from the agreements that were entered into as a consequence of the acceptance of the Exchange Offer or failure of a Closing Condition that is not validly waived in advance.

13.4 Irrevocable Undertakings for Index Funds

As Linde Shares are listed in various indices, numerous investment funds, whose investment objective is to replicate a reference index (the **Index Funds**), hold Linde Shares. In order to give Index Funds holding Linde Shares the opportunity to optimally replicate their respective reference index, the Bidder will allow Index Funds the option to execute and deliver specifically designed irrevocable undertakings to tender such Linde Shares (the **Irrevocable Undertakings**). The obligation under the Irrevocable Undertakings to submit the Declaration of Acceptance is subject to the condition precedent that the Linde Shares included in the respective indices have been replaced by the Tendered Linde Shares but will count towards the Minimum Acceptance Ratio already upon signing. By signing the Irrevocable Undertakings, and upon submission of the Declaration of Acceptance the Index Funds would make sure to optimally replicate the respective reference index. As a consequence, the Linde Shares held by the Index Funds would be booked into the as tendered trading line then included in the respective reference index. This optimal replication of the respective reference index also allows for such shares to be considered when calculating the Minimum Acceptance Ratio.

13.5 Settlement of the Exchange Offer

The Tendered Linde Shares will initially remain in the custody accounts of the Tendering Linde Shareholders and will be transferred into ISIN DE000A2E4L75 (WKN A2E 4L7) (as further described in Section 13.2).

Prior to the time of delivery of the Offer Consideration through the custodial chain between the Nominee, DTC, Clearstream and the Custodian Banks to the Linde Shareholders according to the Exchange Offer, the Bidder will apply for admission of all Linde PLC Shares for trading on the New York Stock Exchange and on the Frankfurt Stock Exchange. If all Closing Conditions have been satisfied by the expiration of the Acceptance Period, the Exchange Offer will be settled without undue delay after the expiration of the Additional Acceptance Period, and the Bidder expects trading to begin promptly after delivery of the Offer Consideration to Tendering Linde Shareholders, presumably on November 27, 2017. If the Regulatory Condition, which may remain outstanding until October 24, 2018, has not been satisfied by the expiration of the Additional Acceptance Period (or waived until one working day prior to the expiration of the Acceptance Period), the Settlement of the Exchange Offer, and therefore the trading of

the Linde PLC Shares on the New York Stock Exchange and the Frankfurt Stock Exchange, will be delayed accordingly until satisfaction of this condition.

All Linde PLC Offer Shares will be issued to the Nominee. The Nominee will become the direct legal owner of the Linde PLC Offer Shares (referred to as the holder of record), since formal ownership in all Linde PLC Shares on the shareholder registry will rest with the Nominee. DTC will credit Clearstream's DTC account with the Linde PLC Offer Shares. Clearstream will in turn credit Linde

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PLC Offer Shares to the account of the Settlement Agent at Clearstream in favor of the Tendering Linde Shareholders. The Settlement Agent will arrange for the transfer of Linde PLC Offer Shares through Clearstream to the Custodian Banks in exchange for the Tendered Linde Shares (as defined in Section 13.2(2)), which will credit the Linde PLC Offer Shares (subject to the fractional shares rules as follows) to the accounts of the relevant Tendering Linde Shareholder. Clearstream will transfer the Tendered Linde Shares in favor of the securities custody account of the Bidder held with the Settlement Agent.

The credit entry of Linde PLC Offer Shares to the securities custody accounts of the Custodian Banks maintained at Clearstream is expected to occur seven (7) Business Days following the later of (i) the publication of the results of the Additional Acceptance Period pursuant to Section 23 para. 1 no. 3 Takeover Act or (ii) the satisfaction of the Regulatory Condition that may remain outstanding until October 24, 2018.

With the credit entry of the Linde PLC Offer Shares to the respective securities custody accounts and bank accounts of the Tendering Linde Shareholders, the Bidder causes the transfer of beneficial ownership and thereby delivers the Offer Consideration to the Tendering Linde Shareholders and with the transfer of the Tendered Linde Shares (as defined in Section 13.2(2)) to the Bidder, the Tendering Linde Shareholders transfer ownership of the Tendered Linde Shares to the Bidder.

1.540 Linde PLC Offer Shares will be credited to former Linde Shareholders for each Linde Share tendered who have accepted in the Exchange Offer.

The exchange of each Tendered Linde Share for 1.540 Linde PLC Offer Shares is described in more detail below:

Pursuant to a special written resolution executed on July 25, 2017 by Enceladus and Cumberland as the two (2) sole shareholders of Linde PLC, the board of directors of Linde PLC was authorized, in accordance with Section 1021 of the Companies Act 2014, to generally and unconditionally allot Linde PLC Shares up to a total aggregate nominal amount of EUR 1,750,000. This authority expires five (5) years after the date of the resolution, unless renewed, varied or revoked by the general meeting of Linde PLC. It is intended that the existing authority will be extended by renewing it for a further five (5) years with effect on Completion of the Business Combination and such authority will be contained in the Post-Completion Linde PLC Articles. The issuance of new shares is different from a capital increase in kind for contribution of Tendered Linde Shares under German law (as described under Section 5.1.2(2)).

On July 25, 2017, the board of directors of Linde PLC passed a resolution to allot and to issue Linde PLC Shares to Linde Shareholders, who accept the Exchange Offer, and Praxair Shareholders (or to the Nominee for DTC) at the time of the Completion of the Business Combination.

Shortly before the Completion of the Business Combination, the board of directors of Linde PLC will, pursuant to the authority described above (as renewed in the Post-Completion Linde PLC Articles), pass a resolution to allot and issue the exact number of Linde PLC Shares that are required to fulfill Linde PLC's obligation to deliver Linde PLC Shares under the Exchange Offer and the Merger. The Linde PLC Offer Shares will be deposited upon issuance with, or on behalf of, DTC in New York, New York, United States, and registered in the name of the Nominee that will become the legal owner

of the Linde PLC Offer Shares.

At the Completion of the Business Combination, Linde PLC's register of members will be updated. Such update will reflect the above described allotment of Linde PLC Offer Shares to the Nominee.

The Nominee will acquire full legal title to the Linde PLC Offer Shares when the name of the Nominee is entered in Linde PLC's register of members and will be the legal holder of all rights associated with these. Tendering Linde Shareholders will become beneficial owners of Linde PLC

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Offer Shares. As beneficial owners, Tendering Linde Shareholders will be entitled, through the custodial chain of the Nominee, DTC, Clearstream and the Custodian Banks, to receive all rights attaching to the Linde PLC Offer Shares (including dividends and pre-emption rights).

In exchange for the credit of the Linde PLC Offer Shares to the securities custody account of the Custodian Banks maintained at Clearstream, Clearstream will transfer the Tendered Linde Shares to the securities account of the Settlement Agent at Clearstream in favor of the securities custody account of Linde PLC.

With the credit of the Linde PLC Offer Shares to the respective securities custody accounts of the Tendering Linde Shareholders, Linde PLC transfers beneficial ownership and thereby delivers the Offer Consideration to the Tendering Linde Shareholders, and with the transfer of the Tendered Linde Shares to Linde PLC, the Tendering Linde Shareholders transfer ownership of and thereby deliver the Tendered Linde Shares to Linde PLC.

No fractional Linde PLC Offer Shares will be exchanged for any Linde Shares tendered in the Exchange Offer by any Linde Shareholder. Each holder of Linde Shares tendered in the Exchange Offer who would otherwise have been entitled to receive a fraction of a share of Linde PLC Offer Shares shall receive from the Custodian Bank, in lieu thereof, cash (without interest) in an amount representing such holder's proportionate interest in the net proceeds from the sale by Clearstream and/or the Custodian Banks for the account of all such holders of Excess Offer Shares. The sale of the Excess Offer Shares by Clearstream and the Custodian Banks shall be executed on the NYSE and/or the Frankfurt Stock Exchange and shall be executed in round lots to the extent practicable. The receipt of the net proceeds resulting from the sale of the Excess Offer Shares shall be free of commissions, transfer taxes and other out-of-pocket transaction costs for such holders of Tendered Linde Shares. The net proceeds of such sale will be distributed to the holders of Tendered Linde Shares with each such holder receiving an amount of such proceeds proportionate to the amount of fractional interests which such holder would otherwise have been entitled to receive. The net proceeds credited for any such fractional interests will be determined on the average net proceeds per Linde PLC Offer Share. Because market prices of Linde PLC Offer Shares may fluctuate, cash proceeds received by Tendering Linde Shareholders in respect of their fractional interests may be different from an amount calculated based on the market price of a Linde PLC Offer Share at the time of Settlement of the Exchange Offer. As soon as practicable after the determination of the amount of cash, if any, to be paid to holders of Tendered Linde Shares in lieu of fractional interests, the Custodian Banks shall make available such amounts to such holders of Tendered Linde Shares. Any such sale will be made within ten (10) business days or such shorter period as may be required by applicable law after the Settlement of the Exchange Offer.

It is the Custodian Banks' responsibility to credit the Linde PLC Offer Shares, as well as any proceeds from the fractional adjustments to the respective accepting Linde Shareholders.

Assuming the Announcement of Results (as defined in Section 19) occurs on November 15, 2017, and all Closing Conditions are satisfied as of such date or have been effectively waived by the Bidder by the end of the working day prior to the expiration of the Acceptance Period, the Linde PLC Offer Shares are expected to be credited by November 24, 2017 and the net proceeds from fractional adjustments are expected to be credited by the Custodian Banks by December 12, 2017.

If the Regulatory Condition, which may remain outstanding until the end of October 24, 2018, is not satisfied by the expiration of the Additional Acceptance Period and has not been validly waived until one working day prior to the expiration of the Acceptance Period at the latest, the Settlement of the Exchange Offer will be delayed accordingly until satisfaction of this condition.

If the Regulatory Condition is satisfied at the latest possible date, *i.e.* on October 24, 2018, the Linde PLC Offer Shares are expected to be credited by November 2, 2018 and the net proceeds from fractional adjustments are expected to be credited by the Custodian Banks by November 20, 2018.

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With the acceptance of the Exchange Offer, a binding agreement regarding the sale of the Tendered Linde Shares and the transfer of the ownership of the Tendered Linde Shares in accordance with the provisions of this Offer Document will be entered into between the accepting Linde Shareholders and the Bidder. These agreements and their interpretation are subject solely to German law. The Offer Consideration for each Tendered Linde Share consists of 1,540 Linde PLC Offer Shares.

Moreover, the Linde Shareholders accepting the Exchange Offer will have irrevocably issued the instructions, orders, authorizations and powers-of-attorney set forth in Section 13.3 of this Offer Document, and they will also have made the declarations and assurances set forth in Section 13.3 of this Offer Document, including providing the consent to the Possible Capital Reduction to create distributable reserves (see Section 5.1.2(2)).

The *in rem* Settlement of the Exchange Offer will only take place following the expiration of the Additional Acceptance Period and the satisfaction of the Closing Conditions as described in Section 13.5: The Bidder effects transfer of the Offer Consideration for all Tendered Linde Shares, and all Tendered Linde Shares are transferred directly to Linde PLC. With the transfer of ownership of the Tendered Linde Shares to Linde PLC, all rights and claims associated therewith will be transferred to Linde PLC.

Accordingly, Tendering Linde Shareholders will acquire co-ownership of the security entitlement in the aggregate amount of Linde PLC Offer Shares held through their Custodian Bank via Clearstream, and the position as beneficial owner with all rights of security holders in the same position, such as the right of disposal, voting rights, and dividend rights (see Section 13.5).

13.7 Acceptance during the Additional Acceptance Period

Linde Shareholders who wish to accept the Exchange Offer during the Additional Acceptance Period should contact their Custodian Bank with any questions.

Sections 13.2, 13.3, 13.5 and 13.6 of this Offer Document shall apply *mutatis mutandis* to the acceptance of the Exchange Offer during the Additional Acceptance Period. Accordingly, Linde Shareholders can accept the Exchange Offer during the Additional Acceptance Period by filing a Declaration of Acceptance as outlined in Section 13.2(1) of this Offer Document.

This Declaration of Acceptance also only becomes effective upon the transfer in due time of the Linde Shares for which the acceptance was declared to ISIN DE000A2E4L75 (WKN A2E 4L7) at Clearstream. The transfer will be arranged by the Custodian Bank upon receipt of the Declaration of Acceptance.

The transfer of Linde Shares with Clearstream shall be deemed to have been timely effected if the Custodian Bank is informed of the acceptance within the Additional Acceptance Period and the transfer of Linde Shares to Clearstream is made prior to 6:00 p.m. (CET) on the second Business Day following the expiration of the Additional Acceptance Period. Tendered Linde Shares for which the Declaration of Acceptance was made and which were timely transferred to ISIN DE000A2E4L75 (WKN A2E 4L7) during the Additional Acceptance Period in the Exchange Offer are likewise designated as Tendered Linde Shares.

13.8 Trading with Tendered Linde Shares / Inclusion of Tendered Shares in the DAX 30 index

Linde PLC will ensure that Tendered Linde Shares as well as Linde Shares put to the Bidder (see Section 16.5) will be admitted to trading on the regulated market (*Regulierter Markt*) (Prime Standard) of the Frankfurt Stock Exchange under ISIN DE000A2E4L75 (WKN A2E 4L7) starting from the third trading day at the Frankfurt Stock Exchange following the commencement of the Acceptance Period.

The Bidder expects that pursuant to the rules of the equity indices of Deutsche Börse AG per March 2017 the Linde Shares in the DAX 30 will be replaced by the Tendered Linde Shares once the

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acceptance ratio published by the Bidder exceeds 50%. The Bidder, Linde and Praxair will take appropriate steps to achieve that Tendered Linde Shares will remain included in the DAX 30 following the expiration of the Acceptance Period until the day after satisfaction of the last Closing Condition (see Section 12.1), or, if later, one working day after the expiry of the Additional Acceptance Period. Based on the current index inclusion criteria for the DAX 30 published by Deutsche Börse AG and the anticipated corporate structure, listings and expected market capitalization of Linde PLC, the Bidder anticipates that after the Settlement of the Exchange Offer the Linde PLC Shares will be included in the DAX 30 instead of the Tendered Linde Shares as determined by Deutsche Börse AG.

It is expected that trading of Tendered Linde Shares as well as Linde Shares put to the Bidder (as defined in Section 16.5), if any, on the regulated market (*Regulierter Markt*) of the Frankfurt Stock Exchange will cease after the end of the regular stock exchange trading hours one working day after satisfaction of the last Closing Condition (see Section 12.1), or, if later, one working day after the expiry of the Additional Acceptance Period.

The date on which trading ceases shall be published by Linde PLC without undue delay via an electronically operated information dissemination system within the meaning of Section 10 para. 3 sentence 1 no. 2 Takeover Act, in the German Federal Gazette (*Bundesanzeiger*) and by way of an English language press release in the United States.

Any person acquiring Tendered Linde Shares or Linde Shares put to the Bidder (see Section 16.5) will assume all rights and obligations arising from the acceptance of the Exchange Offer, including the irrevocable declarations, instructions, orders and authorizations set out in Section 13.3 of this Offer Document.

Linde Shares not tendered in the Exchange Offer will continue to be traded under ISIN DE0006483001 (WKN 648300).

13.9 Note to holders of American Depositary Receipts

ADRs which have been issued in relation to Linde Shares may not be tendered in the Exchange Offer. However, ADRs may be exchanged for Linde Shares, and those Linde Shares may in turn be tendered in the Exchange Offer (as described in the paragraph below). Each ADR evidences one American Depositary Share, which represents one tenth of one Linde Share deposited with the U.S. depositary (Deutsche Bank Trust Company Americas, 60 Wall Street, New York, New York 10005, United States). The rights of ADR holders are governed by the respective deposit agreement between the U.S. depositary and the respective holders of ADRs. Linde's ADR program will be terminated on September 29, 2017.

Prior to or following the termination of the ADR program, holders of ADRs may present their ADRs to the U.S. depositary for cancellation and receive the underlying Linde Shares in accordance with the deposit agreement. Such Linde Shares may then be tendered in the Exchange Offer during the Acceptance Period or the Additional Acceptance Period, subject to the terms and conditions of this Offer Document. Pursuant to the deposit agreement governing the ADRs, holders of ADRs must pay all applicable taxes and/or governmental charges as well as a fee of no more than \$5.00 per 100 ADRs in order to exchange their ADRs for underlying Linde Shares. Such costs and fees incurred in the course of the cancellation of ADRs will not be reimbursed. The process may take several days, and holders of ADRs should take this additional time requirement into account when making their decision whether to participate in the exchange offer. Holders of ADRs should contact the U.S. depositary (Deutsche Bank Trust Company Americas, 60 Wall Street, New York, New York 10005, United States) in case they have questions in relation to the exchange of the ADRs for Linde shares. As the ADR program will have been terminated, in the event that the Exchange Offer is not consummated, former holders of ADRs may not re-deposit their Linde Shares into an ADR facility.

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The Exchange Offer will only be completed and the Bidder will only be required to effect the transfer of the Offer Consideration, if all Closing Conditions have been satisfied or the Bidder has validly waived in advance the Closing Conditions within the period set forth in Section 12.3 of this Offer Document. The Exchange Offer expires if one or more of the Closing Conditions are not met and the Bidder has not validly waived in advance such Closing Conditions within the time period set forth in Section 12.3 of this Offer Document. The agreements that were entered into by accepting the Exchange Offer will not be completed and will become void in the event the Exchange Offer expires (each a condition subsequent (*auflösende Bedingung*)). Transfer of ownership of the Tendered Linde Shares to Linde PLC will not occur and the Tendered Linde Shares will be transferred, if necessary, to each Custodian Bank. The Tendered Linde Shares will be transferred into ISIN DE0006483001 (WKN 648300).

Precautions will be made to ensure that the transfer takes place in due time, no later than within five (5) Business Days, if it has been announced in accordance with Section 12.5 of this Offer Document that the Exchange Offer will not be settled. Following the transfer, Linde Shares will again be traded under their original ISIN DE0006483001 (WKN 648300). The transfer is free of charge for Linde Shareholders. However, any foreign taxes and/or fees and expenses charged by the foreign Custodian Banks that do not have a mutual custody account connection with Clearstream must be borne by the relevant Linde Shareholder individually.

13.11 Right of withdrawal of Linde Shareholders who accept the Exchange Offer

Tendering Linde Shareholders may withdraw their acceptance of the Exchange Offer as set forth in Section 17 of this Offer Document. Detailed information regarding the exercise and the legal consequences of exercising the right of withdrawal are described in Section 17 of this Offer Document.

13.12 Costs for Linde Shareholders Who Accept the Exchange Offer

Acceptance of the Exchange Offer is free of costs and expenses for the Linde Shareholders who hold their Linde Shares in German custody accounts (except for the costs of transmitting the Declaration of Acceptance to the respective Custodian Bank). For this purpose, the Bidder grants a market-standard commission to the Custodian Banks, of which they will be informed separately.

However, potential additional costs and expenses charged by Custodian Banks or foreign investment service providers, as well as applicable expenses incurred outside of Germany, must be borne by the relevant Linde Shareholders.

Furthermore, the deposit of foreign securities may be more expensive than the deposit of German securities, dependent on the price model of the depository institution.

The costs incurred in the event of a necessary transfer or re-transfer resulting from a failure to satisfy the Closing Conditions on which the effectiveness of the Exchange Offer depends are described in Section 13.10 of this Offer Document.

14. Securing of the Offer Consideration

14.1 Financing Requirements

14.1.1 Maximum Total Offer Consideration

As of the date of the publication of this Offer Document, 185,733,180 Linde Shares have been issued (including 95,109 Linde Treasury Shares) and, therefore, a maximum of 185,733,180 Linde Shares can be tendered in the Exchange Offer (the **Maximum Number of Tendered Linde Shares**). No Linde Shares will be issued under the Linde LTIP prior to the expiration of the Acceptance Period or,

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respectively, the Additional Acceptance Period and the Put Right Period (as defined in Section 16.5); pursuant to the terms an issuance of further Linde Shares under the Linde LTIP cannot occur prior to June 2018.

If the Exchange Offer were accepted by all Linde Shareholders, the Bidder, in exchange for the Maximum Number of Tendered Linde Shares and based on the exchange ratio of 1.540 Linde PLC Offer Shares for one (1) Linde Share, would have to deliver a total of 286,029,098 Linde PLC Offer Shares (the **Maximum Total Offer Consideration**).

14.1.2 Expected Total Offer Consideration and total financing requirements

On July 25, 2017, the Bidder and Linde entered into a non-tender agreement pursuant to which Linde is obliged not to tender the 95,109 Linde Treasury Shares (in whole or in part) in the Exchange Offer (the **Non-Tender Agreement**). To ensure that Linde cannot accept the Exchange Offer for the Linde Treasury Shares, Linde has also entered into an agreement with the Bidder and the Linde Custodian Bank on June 1, 2017, pursuant to which the Linde Custodian Bank agrees that it (i) will not transfer the Linde Treasury Shares from its deposit to another deposit held by Linde or a third party, and (ii) will not perform any orders by Linde to sell or transfer the Linde Treasury Shares (including, for the avoidance of doubt, by way of an acceptance of the Exchange Offer) (the **Blocked Account Agreement**).

Therefore, the Exchange Offer can only be accepted for a maximum of 185,638,071 Linde Shares (the Maximum Number of Tendered Linde Shares less the Linde Treasury Shares). If the Exchange Offer were accepted for 185,638,071 Linde Shares, the Bidder, based on the exchange ratio of 1.540 Linde PLC Offer Shares for one (1) Linde Share, would have to deliver a total of 285,882,629 Linde PLC Offer Shares (the **Expected Total Offer Consideration**).

14.1.3 Expected Transaction Costs

Linde and Praxair will incur transaction costs for the preparation and execution of the Exchange Offer, which are not expected to exceed an amount of approximately USD 217 million (which corresponds to approximately EUR 190 million based on the exchange rate as of June 30, 2017 derived from Bloomberg (1.1426 USD per EUR) (the **Transaction Costs**).

The Bidder expects that further Transaction Costs in an amount of no more than EUR 10 million will need to be covered by Linde PLC (the **Linde PLC Transaction Costs**).

14.2 Financing measures

Prior to the publication of this Offer Document, the Bidder has taken the necessary measures to ensure that the financial means required for the complete fulfillment of the Exchange Offer will be available to it in due time.

14.2.1 Expected Total Offer Consideration

As set out in Section 5.1.2, Linde PLC can at any time after the satisfaction of the Closing Conditions issue up to a total aggregate nominal amount of EUR 1,750,000, *i.e.*, 1,750,000,000 Linde PLC Shares (representing the portion of Linde PLC's authorized share capital comprising ordinary shares of EUR 0.001 each), and is therefore in a position to fulfill the Expected Total Offer Consideration.

In particular, on July 25, 2017, Linde PLC's board of directors resolved, subject to the satisfaction or, where permissible, waiver of the Closing Conditions, to allot and issue the Linde PLC Offer Shares to the Linde Shareholders on the Completion of the Business Combination in accordance with the terms of the Exchange Offer.

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The Linde PLC Shares are to be issued by way of stock issuance pursuant to Section 1021 of the Companies Act 2014. The effective issuance of the Linde PLC Shares does not require registration with a court or a public register that could be affected by the commencement of shareholder litigation. In contrast with the legal situation in Germany, this fact increases the certainty of the effective issuance of the Linde PLC Shares.

As of August 8, 2017, Praxair had issued a total of 383,230,625 Praxair Shares, including 97,165,506 Praxair Shares held in treasury (see Section 7.2.1). Therefore, 286,065,119 Praxair Shares are outstanding. These numbers of shares deviate from the numbers of shares discussed under Section 10.3.7 in connection with the IDW S1 2008 valuation of Linde PLC, as it refers to August 8, 2017 instead of June 1, 2017). The maximum amount of Praxair Shares as of the Completion of the Business Combination amounts to 291,868,140 Praxair Shares on a fully diluted basis and corresponds to the maximum number of Praxair Shares assumed for purpose of the IDW S1 2008 valuation. This is due to the fact that between the reference date of the IDW S1 2008 valuation (June 1, 2017) and August 8, 2017, Praxair has utilized treasury shares for the settlement of share based compensation (refer to Section 7.2.2 for the Praxair employee participation program). Because each Praxair Share will be converted into the right to receive one (1) Linde PLC Share in connection with the Merger, Linde PLC would be required to deliver up to 291,868,140 Linde PLC Shares on a fully diluted basis.

In total, the Bidder is required to deliver 285,882,630 Linde PLC Shares for the Linde Shares as the Expected Total Offer Consideration (see Section 14.1.2) and 291,868,140 Linde PLC Shares in connection with the Merger. Therefore, the Bidder is required to deliver up to a total of 577,750,770 Linde PLC Shares following the Completion of the Business Combination.

14.2.2 Maximum Total Offer Consideration

If Linde, contrary to its contractual obligations under the Non-Tender Agreement, accepts the Exchange Offer for any or all of the Linde Treasury Shares, it has subjected itself to a contractual penalty for the benefit of the Bidder. Pursuant to the contractual penalty, Linde must make available to the Bidder, for each Linde Treasury Share for which it accepts the Exchange Offer, the Offer Consideration (the **Contractual Penalty**). Linde is thus under the obligation to deliver a number of Linde PLC Offer Shares to the Bidder which Linde would be entitled to receive for all tendered Linde Treasury Shares. The Bidder would be entitled to set-off (*aufrechnen*) their claim to the Contractual Penalty against any claim of Linde to the Offer Consideration under the Exchange Offer, so that Linde's claim would expire at the time of such offset. Any claim to the Contractual Penalty would become due and payable immediately. The above-mentioned Contractual Penalty would also be incurred if Linde sells or transfers any of the Linde Treasury Shares to a third party. Furthermore, pursuant to the Blocked Account Agreement, Linde may not dispose of any of the Linde Treasury Shares at any time during which the Exchange Offer could be accepted.

14.2.3 Linde PLC Transaction Costs

The Bidder has secured the necessary financial means to pay the Linde PLC Transaction Costs under the Exchange Offer by having arranged for cash funds which will be made available to it (directly or indirectly) for this purpose.

The Linde PLC Transaction Costs are covered by cash funds in the amount of EUR 10 million which will be provided on the basis of the cash management agreement entered into between the Bidder and Praxair on July 24, 2017 and an obligation of Praxair under the Business Combination Agreement to provide additional necessary financing.

Table of Contents**15. Expected Effects of the Completion of the Exchange Offer and the Merger on the Assets, Financial and Earnings Positions of the Bidder**

The following explanatory financial information (the **Explanatory Financial Information**) describes the expected effects of the Completion of the Exchange Offer and the Merger on the assets, financial and earnings positions of the Bidder (for illustrative financial information reflecting a hypothetical Completion of the Business Combination of Linde and Praxair based on historical financial information see *13 Illustrative Unaudited Condensed Combined Statement of Income* and *14 Notes to Illustrative Unaudited Condensed Combined Statement of Income* of **Annex 3**).

15.1 Methodical approach

The Explanatory Financial Information presents information within the meaning of Section 11 para. 2 sentence 3 no. 1 clause 2 Takeover Act. Based on an unaudited stand-alone balance sheet as of June 30, 2017 of the Bidder it describes:

the expected effects a Completion of the Business Combination would have on a stand-alone balance sheet of the Bidder as of June 30, 2017, if the Completion of the Business Combination had occurred on June 30, 2017, and

the expected effects a Completion of the Business Combination would have on a stand-alone profit and loss statement of the Bidder for the period ending June 30, 2017 if the Completion of the Business Combination had occurred on June 30, 2017.

By its nature, the Explanatory Financial Information presents a hypothetical situation based on certain assumptions that may or may not prove to be accurate and as such is not indicative of the financial position or operating results of the Bidder that would have occurred if the business combination had been completed as of the beginning of the period presented, nor is it indicative of the future financial position or results of operations of the combined business of the Bidder. The Explanatory Financial Information is not pro forma financial information. It was not prepared in accordance with US GAAP or the IDW Accounting Guidelines for the Preparation of Pro Forma Financial Data (IDW RH HFA 1.004), from which it differs significantly. The Explanatory Financial Information includes a simplified representation and has not been audited. Furthermore, had the Explanatory Financial Information been prepared based on financial information for any other period and as of any other date, any assets, financial position or results of operations of the Bidder derived from such Explanatory Financial Information would change.

15.2 Basis and assumptions

The Explanatory Financial Information is based on the following:

- (1) At the date of the publication of this Offer Document, the Bidder's equity amounts to EUR 50,000, consisting of twenty-five thousand (25,000) A ordinary shares with a nominal value of EUR 1.00 each, and a share premium of EUR 25,000.

- (2) The Bidder was incorporated on April 18, 2017 and has not conducted any material business other than in connection with its formation or the preparation of the Business Combination and, therefore, has not generated any revenues.
- (3) The Offer Consideration for all outstanding Linde Shares consists of 1.540 Linde PLC Offer Shares for each Linde Share and under the Merger, Praxair Shareholders receive one (1) Linde PLC Share for each Praxair Share.

Additionally, the Explanatory Financial Information assumes the following:

- (4) As of the relevant reference date of June 30, 2017, Linde has issued 185,733,180 shares including 95,109 shares held in treasury, *i.e.*, a number of 185,638,071 Linde Shares are outstanding. On this basis and taking into account the exchange rate, the expected consideration offered in the

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- Exchange Offer amounts to 285,882,630 Linde PLC Offer Shares for all outstanding Linde-Shares (185,638,071 Linde Shares x 1.540).
- (5) As of June 30, 2017, Praxair has issued 383,230,625 shares including 97,206,315 shares held in treasury, of which 286,024,310 Praxair Shares are outstanding. In addition, until June 30, 2017, 369,743 stock options under the Amended and Restated 2009 Praxair, Inc. Long Term Incentive Plan have vested on or prior to the Completion of the Business Combination and will be settled in Linde PLC Shares (due to the reference date of June 30, 2017, this number deviates from the maximum share number on a fully diluted basis set forth in Section 10.3.7 and Section 14). Based on these assumptions, Linde PLC would be required to deliver a total of 286,394,053 Linde PLC Shares in connection with the Merger as of June 30, 2017 (286,024,310 Praxair Shares + 369,743 share based compensation stocks).
 - (6) Linde PLC will issue a total of 572,276,683 shares in the course of the Exchange Offer and the Merger (285,882,630 + 286,394,053). The Linde PLC shares have a nominal value of EUR 0.001 each and EUR 572,277 in total. Due to the reference date of June 30, 2017, this number deviates from the total number of Linde PLC Shares discussed under Section 10.3.7 regarding the valuation of the Offer Consideration and Section 14 regarding securing the Offer Consideration.
 - (7) For the assessment of the shares tendered in the Exchange Offer and the Praxair Shares held by Linde PLC through the Merger, the closing price of the Praxair Share of August 8, 2017 at the NYSE of USD 128.58 (EUR 112.53) was used. Because Praxair is designated as the accounting acquirer (see section 13. *Unaudited Illustrative Financial Information* of **Annex 3**), the Praxair Share closing price is relevant for purposes of this presentation. Based on this closing share price and the total number of Linde PLC Shares to be issued, the value of the expected total offer consideration amounts to EUR 64,398,295,138 (572,276,683 x EUR 112.53).
 - (8) The item *Other receivables* comprises of two checks of EUR 25,000 each which are held on behalf of Linde PLC by its legal advisor in Ireland, Arthur Cox.
 - (9) The Bidder bears the Linde PLC Transaction Costs in an amount of up to EUR 10 million. As of June 30, 2017, a total amount of EUR 7,604,800 as well as accrued liabilities in the amount of EUR 411,895 have been accounted for. Transaction costs exceeding this amount, if any, have not been considered as these amounts are not material to the Business Combination.
 - (10) Transaction Costs that were incurred by June 30, 2017 in the amount of EUR 7,604,800 and recorded as *Other assets* have been financed through a *Cash Management Agreement* between Linde PLC and Praxair; accordingly, the *Other liabilities* as of June 30, 2017 amount to EUR 7,604,800 (see note 6 to the audited financial statement of Linde PLC on p. F.1-6).
 - (11) Expected future synergy effects or potential divestures are not considered.

- (12) Transactions from USD into EUR at a spot rate of USD 0.8752 as of June 30, 2017, where applicable (Source: Bloomberg).

Table of Contents**15.3 Expected effects on the unaudited individual balance sheet of Linde PLC**

The following table shows the expected effects of a Completion of the Business Combination on Linde PLC's unaudited individual balance sheet as of June 30, 2017 based on the aforementioned basis and assumptions set out in Section 15.1.2 if the Completion of the Business Combination had occurred on June 30, 2017. Given the connection between the Exchange Offer and the Merger, the expected effects after the Completion of the Business Combination have been summarized together.

All values in EUR	Linde PLC as of June 30, 2017 EUR	Expected impact from the Completion of the Business Combination EUR	Linde PLC at Completion of the Business Combination (unaudited) EUR
ASSETS			
Fixed Assets			
Financial assets (1)		64,398,295,138	64,398,295,138
from Exchange Offer (Linde Shares)		32,170,372,354	32,170,372,354
from Merger (Praxair Shares)		32,227,922,784	32,227,922,784
Current Assets			
Other receivables (2)	50,000	(50,000)	
Other assets (3)	7,604,800	(7,604,800)	
Total Assets	7,654,800	64,390,640,338	64,398,295,138
EQUITY AND LIABILITIES			
Equity			
Issued share capital (4)	25,000	547,277	572,277
from Exchange Offer		285,883	285,883
from Merger		286,394	286,394
Cancellation of A-Shares (2)		(25,000)	
Capital reserve (5)	25,000	64,390,093,061	64,390,118,061
from Exchange Offer		32,170,086,471	32,170,086,471
from Merger		32,227,636,390	32,227,636,390
Incremental costs of issuing shares (3)		(7,604,800)	(7,604,800)
Elimination of contribution claim against shareholders (2)		(25,000)	
Net profit/(net loss) for the year	(411,895)		(411,895)
Total equity	(361,895)	64,390,640,338	64,390,278,443
Liabilities			
Noncurrent liabilities			
Current liabilities (6)	8,016,695		8,016,695
Provisions	411,895		411,895
Other liabilities	7,604,800		7,604,800

Total Equity + Liabilities	7,654,800	64,390,640,338	64,398,295,138
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Notes:

- (1) On the asset side of the balance sheet, the item **Financial Assets** increases in the course of the Settlement of the Exchange Offer by the acquisition costs for the 185,638,071 Tendered Linde Shares in the amount of EUR 32,170,372,354 because, in the case of an exchange, the transferred asset (Linde Shares) is valued at the current value of the exchanged asset (285,882,630 Linde PLC Offer Shares, with a value of EUR 112,53 each or EUR 32,170,372,354 in total). Accordingly, in the course of the completion of the Merger, the item **Financial Assets** increases by the acquisition costs for the 286,394,053 Praxair Shares in the amount of EUR 32,227,922,784

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(current value of 286,394,053 Linde PLC Shares as the exchanged asset with a value of EUR 112,53 per Linde PLC Share or EUR 32,227,922,784 in total). Therefore, the item *Financial Assets* increases in total by EUR 64,398,295,138.

- (2) The conversion of the A-Shares of Linde PLC held by Enceladus and Cumberland to deferred shares as well as their acquisition and cancellation by Linde PLC for nil consideration has the following effects: Due to the cancellation of the issued shares and the share premium the amount of the issued share capital and the amount of the capital reserves decreases by EUR 25,000 each. At the same time, Linde PLC loses its contribution claim shown under the item *Other receivables* in a total amount of EUR 50,000.
- (3) The item *Other assets* relates to incremental costs incurred in connection with the issuance of the Linde PLC Shares (*costs of capital*). Incremental costs directly attributable to the issue of new shares are capitalized and upon the closing of the Business Combination reclassified to equity as a deduction and will directly decrease *Capital reserves*. See Note 7 and 9 to the Linde PLC unaudited financial statements beginning on page F.1-6. Accordingly, the items *Other assets* and *Capital reserve* decrease by EUR 7,604,800 each.
- (4) On the liabilities side of the balance sheet, the item *Issued share capital* initially contains the share capital of Linde PLC in the amount of EUR 25,000. In the course of the Settlement of the Exchange Offer, the item *Issued share capital* increases by the share capital issued in connection with the 285,882,630 Linde PLC Offer Shares with a nominal value of EUR 0.001 each (EUR 285,883). In the course of the completion of the Merger, the item *Issued share capital* increases by the share capital issued in connection with 286,394,053 Linde PLC Shares in the amount of EUR 286,394. The item *Issued share capital* decreases by EUR 25,000 because of the cancellation of the A-Shares. On aggregate, the item *Issued share capital* taking into consideration the cancellation of the A-Shares increases by EUR 547,277 from EUR 25,000 to EUR 572,272.
- (5) *Capital reserves* will increase by the difference between *Financial Assets* less *Issued share capital* . It will furthermore decrease (i) by the EUR 7,604,800 of incremental cost of issuing shares (see above (3)) and (ii) because of the cancelled share premium, i.e. EUR 25,000 (see above (2)).

15.4 Expected Effects on the Income of Linde PLC; Expected Dividends

From the day of its incorporation until the date of publication of this exchange offer document, Linde PLC has not generated any income. The Bidder expects that the future revenues and earnings of Linde PLC will in particular derive from the dividends paid by Linde and Praxair. It is uncertain whether and to what amount Linde and Praxair will pay dividends to Linde PLC for the financial year ending December 31, 2017 and the following financial years. Linde paid a total dividend of EUR 584,759,923.65 for fiscal year 2014, of EUR 640,451,344.95 for fiscal year 2015 and of EUR 686,860,862.70 for fiscal year 2016, which were not paid to Linde PLC but to the respective Linde Shareholders. Praxair paid a total dividend of USD 759 million (EUR 575 million) in 2014, of USD 819 million (EUR 742 million) in 2015 and of USD 856 million (EUR 776 million) in 2016 (the amounts presented in EUR are calculated based on the average noon buying rates in The City of New York for cable transfers in foreign currencies as certified for

customs purposes by the Federal Reserve Bank of New York for USD per EUR 1.00 for the years ended December 31, 2014, 2015 and 2016, respectively, as described in the section *4.6 Exchange Rates* in **Annex 3**).

Taking into account the assumption that Linde and Praxair will generate similar income in future financial years and that the distribution policy of both companies remains unchanged and the further circumstance that 100 % of the shares in Linde are held by Linde PLC, on the basis of dividends paid by Linde and Praxair for/in 2016, the amount of future income of Linde PLC would amount to approximately EUR 1,463 million per year.

Table of Contents**16. Information for Linde Shareholders not accepting the Exchange Offer**

Linde Shareholders who do not wish to accept the Exchange Offer should particularly take into account the following aspects of the Bidder's intentions regarding the future business of Linde, as set out in Section 9 of this Offer Document.

16.1 Listing of Linde Shares; Possible reduction of the free float and liquidity of Linde Shares

Linde Shares are currently listed on the Frankfurt Stock Exchange and on the regulated market of the stock exchanges in Berlin, Dusseldorf, Hamburg, Munich and Stuttgart, and the Tradegate Exchange, and are also traded on the over-the-counter market (*Freiverkehr*) on the stock exchange in Hanover. Linde Shares are currently included in the DAX 30 index, among other indices.

Linde Shares, for which the Exchange Offer is not being accepted, can continue to be traded on those stock exchanges for as long as they remain publicly listed. The current market price of Linde Shares may, however, be influenced by the fact that the Bidder has published its decision to launch an Exchange Offer on June 1, 2017. It is, therefore, uncertain whether the share price of Linde Shares will remain at its previous level, or if it will increase or decrease after the Settlement of the Exchange Offer.

The Settlement of the Exchange Offer will lead to a reduction in the free float of Linde Shares. Against this background, it is expected that after the Settlement of the Exchange Offer, supply and demand of Linde Shares will be lower than current levels and that this will decrease the liquidity of Linde Shares. A lower liquidity of Linde Shares could lead to greater fluctuations in the price of Linde Shares compared to the past and it is possible that purchase and sale orders for Linde Shares cannot be executed in the short term, if at all.

The Settlement of the Exchange Offer, particularly the expected significant reduction of the free float of Linde Shares, may lead to Linde no longer being able to fulfill the respective index criteria for Linde Shares to remain part of, among others, the DAX 30. Additionally, Linde Shares may, depending on the rules and regulations of the respective indices, be replaced by Linde PLC Shares in one or more indices.

The Bidder expects that pursuant to the rules of the equity indices of Deutsche Börse AG as per the publication of the Offer Document the Linde Shares in the DAX 30 will be replaced by the Tendered Linde Shares once the acceptance ratio published by the Bidder exceeds 50%. The Bidder, Linde and Praxair will take appropriate steps to achieve that Tendered Linde Shares will remain included in the DAX 30 following the expiration of the Acceptance Period until the day after satisfaction of the last Closing Condition (see Section 12.1), or, if later, one working day after the expiry of the Additional Acceptance Period. Based on the current index inclusion criteria for the DAX 30 published by Deutsche Börse AG and the anticipated corporate structure, listings and expected market capitalization of Linde PLC, the Bidder anticipates that after the Settlement of the Exchange Offer the Linde PLC Shares will be included in the DAX 30 instead of the Tendered Linde Shares as determined by Deutsche Börse AG.

This may lead to the exclusion of Linde Shares from one or several of these indices, in which case it is expected that index funds and institutional investors who retain the respective indices in their portfolios may refrain from acquiring additional Linde Shares and may sell their current Linde Shares or reduce their holdings of Linde Shares. A result of the increased supply of Linde Shares in connection with a decreased demand for Linde Shares may adversely affect the market price of the Linde Shares.

16.2 Possible Segment Change, Downlisting or Delisting

Following the Settlement of the Exchange Offer, the Bidder could agree with Linde (i) to effect a removal of Linde Shares from the sub-segment of the regulated market of, among others, the Frankfurt Stock Exchange with additional post-admission obligations (*Prime Standard*) while maintaining the

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listing of Linde Shares on the regulated market (*General Standard*) (the **Segment Change**), (ii) to effect a removal of Linde Shares from the regulated market of, among others, the Frankfurt Stock Exchange and other German stock exchanges with the effect that Linde Shares could still be traded on the over-the-counter market of, among others, the Frankfurt Stock Exchange (*Freiverkehr*, so-called *Open Market*) or any comparable over-the-counter market or segment thereof of another German stock exchange (the **Downlisting**) or (iii) to effect a removal of Linde Shares from, among others, the Frankfurt Stock Exchange and all other German stock exchanges on which Linde Shares are listed on regulated market segments (the **Delisting**). The Downlisting and the Delisting, as the case may be, would be effected by way of an application by Linde and a subsequent revocation decision from the board of management of the Frankfurt Stock Exchange and any of the other German stock exchanges on which Linde Shares are listed on the respective regulated market.

In any of these cases Linde's reporting obligations would be affected. In case of a Segment Change, the more stringent reporting obligations under the Prime Standard would no longer apply to Linde. In case of a Downlisting or in case of a Delisting, the reporting obligations of Linde would be further reduced or, respectively, cancelled completely.

A Downlisting and a Delisting would negatively affect the liquidity of Linde Shares. Linde Shareholders may therefore be unable to realize the value represented in Linde Shares they hold, or may only be able to do so with significant limitations and/or at a significant loss. A Downlisting would reduce the liquidity of Linde Shares. Following a Downlisting, Linde Shares could continue to trade on the over-the-counter market. The extent of the public listing market therefor and the availability of any quotations from such over-the-counter markets would depend upon the number of Linde Shareholders, the aggregate market value of Linde Shares remaining, the interest of maintaining such a market for Linde Shares on the part of any securities firms, and other factors which are beyond the control of the Bidder or Linde. A Delisting would remove Linde Shares from the regulated market without a subsequent trading on an over-the-counter market and could therefore make Linde Shares effectively illiquid.

Under German law, no protection is afforded to Linde Shareholders if the Bidder decides to pursue a Segment Change. A Downlisting or a Delisting, however, would require as a prerequisite for a successful application to the last German stock exchange on whose regulated market Linde Shares are traded, a formal offer in accordance with the rules of the Takeover Act and the Stock Exchange Act to all remaining holders of Linde Shares. The consideration in such offer must be in cash and may not be less than (i) the weighted average domestic market price of Linde Shares during the last six (6) months prior to the publication of the decision to launch the public offer, or (ii) the highest consideration provided or agreed to by the respective bidder for the acquisition of Linde Shares within the last six (6) months prior to the publication of the respective offer document. Such offer required for the Downlisting or Delisting may not be subject to conditions. The cash consideration offered in case of a Downlisting or Delisting could be of the same value as the Offer Consideration, but could also be of a higher or lower value. Other requirements regarding the process of a Delisting and the applicable time frame for a Delisting in each of the German stock exchanges (including when the revocation of the admission to trading takes effect) are subject to the regulations of the individual stock exchanges.

In the event of a Segment Change, a Downlisting or a Delisting, Linde Shares could be excluded from one or more of the indices, as described in Section 16.1, which could lead to the consequences described therein.

16.3 Qualified majority of the Bidder in the general shareholders' meeting of Linde

Following the Settlement of the Exchange Offer, the Bidder will have the qualified majority necessary to resolve or to approve all important corporate structural measures in a general shareholders' meeting of Linde. Such resolutions include amendments of the articles of association, capital increases, the exclusion of pre-emptive rights in case of

capital increases, the issuance of convertible bonds, the

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conclusion of a domination and/or profit and loss transfer agreement, transformations, mergers, liquidations and the sale of all or a substantial part of the assets held by Linde. Accordingly, potential Linde minority shareholders will not be in a position to materially influence important business decisions of Linde. Furthermore, the execution of one or more of these measures may lead to a Delisting of the Linde Shares.

16.4 Squeeze-Out

Following the Settlement of the Exchange Offer, up to three (3) proceedings could be available to the Bidder or Linde Intermediate Holding AG to seek a transfer to itself of the Linde Shares held by the minority shareholders. The implementation of a Squeeze-Out of the minority shareholders would ultimately, among other things, lead to the termination of the listing of the Linde Shares on the Frankfurt Stock Exchange and other stock exchanges. Refer to Section 9.5.4 for additional information.

16.5 Put Right pursuant to Section 39c Takeover Act

If the Bidder is entitled to request a Squeeze-Out under the Takeover Act, Linde Shareholders who did not accept the Exchange Offer would still be entitled, pursuant to Section 39c Takeover Act, to accept the Exchange Offer within the three (3)-month period following the expiration of the Acceptance Period (the **Put Right Period**). Pursuant to Section 23 para. 1 sentence 1 no. 4 Takeover Act, the Bidder is required to publish on the internet at <http://www.lindepraxairmerger.com> and in the German Federal Gazette (*Bundesanzeiger*) once it holds the number of Linde Shares allowing it to request a Squeeze-Out under the Takeover Act. The three (3)-month Put Right Period pursuant to Section 39c Takeover Act will only begin after the Bidder has complied with these publication obligations.

The information on the Settlement of the Exchange Offer described in Section 13 also applies correspondingly to the exercise of the put right within the Put Right Period (the **Put Right**):

In general, the exercise of the Put Right will be deemed to have been effected in time if, due to a Declaration of Acceptance (see Section 13.2(1)), the transfer of Linde Shares put to the Bidder (the **Linde Shares put to the Bidder**) into ISIN DE000A2E4L75 (WKN A2E 4L7) at Clearstream is completed no later than 6:00 p.m. (CET) on the second Business Day (inclusive) after the expiration of the Put Right Period.

If the Regulatory Condition, which may remain outstanding until October 24, 2018, is not satisfied by the end of the Put Right Period and has not been effectively waived in advance, the Linde Shares put to the Bidder by effective transfer into ISIN DE000A2E4L75 at Clearstream will be settled (see Section 13.5) at the same time as the Tendered Linde Shares following satisfaction of the Regulatory Condition.

If the Regulatory Condition is satisfied prior to the end of the Put Right Period, (i) Linde Shares put to the Bidder by effective transfer into ISIN DE000A2E4L75 at Clearstream no later than 6:00 p.m. (CET) on the Business Day after publication of the satisfaction of the Regulatory Condition will be

settled at the same time as the Tendered Linde Shares, and (ii) Linde Shares put to the Bidder following 6:00 p.m. (CET) on the Business Day after publication of the satisfaction of the Regulatory Condition and prior to expiration of the Put Right Period will be settled on a rolling basis twice weekly.

This settlement on a rolling basis following publication of the satisfaction of the Regulatory Condition will occur by direct transfer of the Linde Shares put to the Bidder under ISIN DE0006483001 (WKN 648300) by the Custodian Banks to the account of the Settlement Agent at Clearstream. Shares must be put no later than 4:00 p.m. (CET) on the cutoff date by delivery into ISIN DE0006483001 through a Clearstream participant, who holds the relevant shares with Clearstream, to the Clearstream participant account of the Settlement Agent and corresponding instructions by the relevant Clearstream participant to the Settlement Agent, and settlement is

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expected to occur three (3) Business Days following the applicable cutoff date and will include the Offer Consideration and subsequently any cash in lieu of fractional shares, if applicable.

The Bidder will ensure that the Linde Shares put to the Bidder together with Tendered Linde Shares under ISIN DE000A2E4L75 (WKN A2E 4L7) will be admitted to trading on the regulated market (*Regulierter Markt*), of, among others, the Frankfurt Stock Exchange (see Section 13.8). Trading in Tendered Linde Shares and Linde Shares put to the Bidder on the regulated market (*Regulierter Markt*) of, among others, the Frankfurt Stock Exchange is expected to cease after the end of the regular stock exchange trading hours one working day after satisfaction of the last Closing Condition (see Section 12.1) or, if later, one working day after the expiry of the Additional Acceptance Period.

17. Rights of Withdrawal**17.1 Prerequisites**

The following rights of withdrawal (*Rücktrittsrechte*) are provided to the Tendering Linde Shareholders:

- (1) Tendering Linde Shareholders may, at any time until the expiration of the Acceptance Period, on the basis of a withdrawal right granted by the Bidder withdraw from the agreements that were entered into as a consequence of the acceptance of the Exchange Offer.
- (2) In the event of an amendment of the Exchange Offer pursuant to Section 21 para. 1 Takeover Act, Tendering Linde Shareholders may, at any time until the expiration of the Acceptance Period (as may be extended as a result of the competing offers), withdraw from the agreements that were entered into as a consequence of the acceptance of the Exchange Offer if and to the extent that they have accepted the Exchange Offer prior to the publication of the amendment of the Exchange Offer (Section 21 para. 4 Takeover Act).
- (3) In the event of a competing offer by a third party for the Linde Shares pursuant to Section 22 para. 1 Takeover Act, Tendering Linde Shareholders may, at any time until the expiration of the Acceptance Period, withdraw from the agreements that were entered into as a consequence of the Exchange Offer, if the agreement was entered into prior to publication of the competing offer.

Following the expiration of the Acceptance Period, withdrawal rights will cease, and any agreements that were entered into as a consequence of acceptance of the Exchange Offer cannot be withdrawn. There will be no withdrawal rights during the Additional Acceptance Period or during any Put Right Period, even if tendered during such Additional Acceptance Period or, if applicable, a Put Right Period. Withdrawal rights will not be available during the period between the expiration of the Acceptance Period and Completion, which may be significantly later than the expiration of the Acceptance Period.

17.2 Exercise of the right of withdrawal

Tendering Linde Shareholders may exercise their right of withdrawal pursuant to Section 17.1 only by taking the following steps prior to expiration of the Acceptance Period:

- (1) declaring their withdrawal to their Custodian Bank in a form that is accepted by such Custodian Bank with respect to declarations for a specified number of Tendered Linde Shares, and
- (2) instructing their Custodian Bank to arrange for a number of Tendered Linde Shares held in their securities deposit account for which they have declared their withdrawal to be rebooked under the ISIN DE0006483001 at Clearstream.

The declaration of withdrawal has to be made by the expiration of the Acceptance Period (as defined under Section 4.2). However, the declaration of withdrawal will only become effective if the Tendered Linde Shares, for which the withdrawal has been declared, have been rebooked to the

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ISIN DE0006483001 at Clearstream no later than 6:00 p.m. (CET) on the second Business Day following expiration of the Acceptance Period. Such transfer of the Tendered Linde Shares for which withdrawal has been declared to ISIN DE0006483001 at Clearstream must be procured by the Custodian Banks immediately following the receipt of the declaration of withdrawal. Following the transfer, Linde Shares can again be traded under ISIN DE0006483001.

The withdrawal of acceptance of the Exchange Offer is irrevocable. Tendered Linde Shares for which the right of withdrawal has been exercised are considered to have not been tendered in the Exchange Offer following the withdrawal. However, Tendering Linde Shareholders who have exercised their right of withdrawal may re-accept the Exchange Offer prior to the expiration of the relevant Acceptance Period as described in this Offer Document.

18. Information regarding cash benefits or other monetary benefits to members of Linde's executive board and supervisory board

18.1 Membership on Linde PLC's Board of Directors

At the Completion of the Business Combination, Linde PLC will expand the size of its board of directors to twelve (12) board members and appoint Professor Dr. Wolfgang Reitzle, current chairman of the supervisory board of Linde, as chairman of the board of directors of Linde PLC. The current members of the supervisory board of Linde, Prof. Dr. Dr. Ann-Kristin Achleitner, Dr. Clemens Börsig, Dr. Thomas Enders, Franz Fehrenbach and Dr. Victoria Ossadnik, will be appointed as members of the Linde PLC Board of Directors.

18.2 Membership on Linde PLC Group Management Committee

Dr. Christian Bruch, current member of the executive board of Linde, will become the Head of Linde Engineering;

Mr. Bernd Eulitz, current member of the executive board of Linde, will become the Head of EMEA Gases; and

Mr. Sanjiv Lamba, current member of the executive board of Linde, will become the Head of APAC Gases.

18.3 Treatment of Equity Awards

Linde's executive board members and other key employees participate in Linde's share-based incentive program for executives (the Linde LTIP). Under the Linde LTIP, executive board members and other key employees (including one employee representative who is a member of the supervisory board) have been granted Linde stock options to subscribe for Linde Shares at an exercise price of EUR 2.56 each, subject to a four-year waiting period and the fulfillment of certain performance and other conditions. To become entitled to exercise Linde stock options, the Linde LTIP requires each beneficiary to continue to be employed with Linde throughout the applicable waiting periods (subject to certain good leaver provisions). In addition, beneficiaries who belong to certain top management levels of

the Linde remuneration system (including members of the executive board of Linde) are required to invest in Linde Shares (which are herein referred to as **Investment Shares**) and to continue to hold such Investment Shares throughout the applicable waiting periods. Linde awards one matching share for free for each Investment Share held throughout the applicable waiting period. All other beneficiaries are not required to acquire and hold Investment Shares to obtain Linde stock options, provided that if they do so voluntarily, they will be entitled to receive matching shares. According to the terms of the Linde LTIP, Linde may deviate from certain requirements of the plan conditions (*e.g.*, by allowing for a cash settlement), in particular to comply with applicable local laws in certain jurisdictions. Both the Linde stock options and the Linde matching share rights have been

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granted under the Linde LTIP in annual tranches. The last tranche was granted in June 2017, and Linde may adopt a successor plan or cash equivalent arrangement to continue granting incentive awards on an annual basis until the consummation of the Exchange Offer.

As of August 14, 2017, members of the Linde executive board and the Linde supervisory board owned less than 1% of the outstanding Linde Shares. As of August 14, 2017, members of the Linde executive board and one employee representative who is a member of the supervisory board held equity awards under the Linde LTIP in the form of performance-vesting share option rights and matching share rights (collectively referred to as **Equity Awards**), covering 90,629 Linde Shares in the aggregate. Based on the value of a Linde Share of EUR 176.48, which is equal to the average closing market price of a Linde Share over the first five business days immediately following the announcement of the Exchange Offer pursuant to Section 10 para. 1 sentence 1 Takeover Act, and a hypothetical closing date of the business combination of August 8, 2017 and further based on the assumption of full vesting of the Equity Awards and full target achievement of performance goals applicable to share options rights as of August 14, 2017, the value of (1) such Equity Awards held by Linde executive board and Linde supervisory board members as of August 14, 2017 plus (2) Linde shares held by such persons as of such date, was approximately EUR 31.10 million.

Pursuant to the Business Combination Agreement and the Linde LTIP, the Linde LTIP and the outstanding Equity Awards will be terminated upon the consummation of the Exchange Offer. Upon such termination, each unexercised Linde stock option and each unvested Linde matching share right will be partially paid out in cash (as described in this Section 18.3) and in relation to the portion of such Equity Awards for which the waiting period has not yet expired, replaced with Linde PLC equity awards subject to vesting based on continued service until the end of the four year waiting period applicable to the relevant Linde equity award (as described below in Section 18.6).

Pursuant to the Linde LTIP, the amount of such cash payment for each Linde stock option shall be determined in good faith (*nach billigem Ermessen*) by Linde considering certain criteria specified in the Linde LTIP conditions, including (i) the degree of the achievement of the performance targets set forth in the Linde LTIP at the time of consummation of the Exchange Offer, (ii) the elapsed time of the waiting period applicable for the respective Linde LTIP tranches up to the time of consummation of the Exchange Offer, and (iii) the market capitalization and the business prospects of Linde, as they were expected to develop without taking into consideration the Exchange Offer and its consummation. Such criteria also apply to Linde matching share rights subject to any adjustments as are necessary.

With respect to the executive board members of Linde, each executive board member has agreed that the Linde LTIP will not be terminated upon the consummation of the Exchange Offer with respect to his Equity Awards. Instead, Linde will terminate the Linde LTIP and the outstanding Equity Awards of such executive board members immediately after the post-completion reorganization of Linde becomes effective (see Section 9.5.4), so long as such reorganization occurs within 18 months after the consummation of the Exchange Offer. If the Linde LTIP is terminated, then the executive board members will receive, in respect of their Linde stock options and Linde matching share rights, the cash payment described above.

If the reorganization does not occur within such 18-month period, then no such termination will occur with respect to the executive board members of Linde. If the waiting period with respect to any Linde stock option or Linde matching share right held by an executive board member expires before the Linde LTIP is terminated (if such termination occurs at all), then:

The executive board member may exercise such Linde stock option for cash until the earlier of (x) 18 months after the consummation of the Exchange Offer and (y) the termination of the Linde LTIP.

If the Linde stock option remains unexercised at the Linde LTIP termination time, then the Linde stock option will be terminated and the executive board member will receive an amount in cash as described above and, if applicable, Linde plc stock options as described in Section 18.6.

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Linde matching share rights will be settled in cash in accordance with the Linde LTIP.

18.4 Treatment of Investment Shares

Linde will permit the beneficiaries of the Linde LTIP, and the current members of the executive board have agreed to tender their Investment Shares in the Exchange Offer without forfeiture of the respective stock options and matching share rights under the Linde LTIP, provided that such executive board members hold the Linde PLC shares received in exchange for the Investment Shares at consummation of the Exchange Offer. This requirement applies to all such Linde PLC shares until the expiry of the applicable waiting periods set forth in the Linde LTIP for its respective tranches for the period up to the termination of the Equity Awards, provided that after such termination and the grant of Linde PLC stock options and Linde PLC RSUs, this requirement will continue to apply only to such portion of such Linde PLC shares that relates to such grants until expiry of the respective waiting periods applicable to such Linde PLC stock options and Linde PLC RSUs (see Section 18.6).

18.5 Treatment of Deferral Shares

Pursuant to their service agreements, the executive board members of Linde are required to use after-tax proceeds of 40 % of their annual variable cash compensation to purchase Linde Shares and hold them for at least four (4) years (the **Deferral Shares**). The executive board members have committed themselves to tender their Deferral Shares in the Exchange Offer. Such tender will not result in any breach of their respective obligations or forfeiture of their respective rights under their service agreements, provided that such executive board members continue to hold the Linde PLC Shares received in exchange for the Deferral Shares at the Settlement of the Exchange Offer until the expiry of the applicable waiting periods set forth in the executive board members' service agreements for the respective tranches and further provided that the executive board members will make any Deferral Share investments after the consummation of the Exchange Offer in Linde PLC shares. The chairman of the supervisory board holds Deferral Shares from his former position as member of the executive board. He was released from the obligation to hold such shares and has declared that he will tender such shares in the Exchange Offer (see Section 18.7).

18.6 New Linde PLC Plan

Following the termination of the Linde LTIP and of the Equity Awards of the members of the executive board in accordance with the foregoing (see Section 6.2.7) (that is, for non-executive board members after the consummation of the Exchange Offer, and for the executive board members after the implementation of the post-completion reorganization (please see Section 9.5.4)), Linde PLC will grant replacement Linde PLC equity awards to the members of the executive board and the other beneficiaries under the LTIP. These equity awards will take the form of Linde PLC stock options in respect of the terminated Linde stock options, and Linde PLC RSUs in respect of terminated Linde matching share rights. The number of Linde PLC stock options and Linde PLC RSUs awarded to a beneficiary will reflect (i) the number of Equity Awards that will be terminated, (ii) multiplication by the exchange ratio, (iii) adjustment to reflect, on a prorated basis, the remaining portion of the respective four-year waiting period for each tranche and (iv) further adjustment to reflect Linde's good faith consideration of the criteria set forth in the Linde LTIP conditions (to the extent applicable) in determining the cash payments upon consummation of the Exchange Offer.

The Linde PLC stock options will have an exercise price equal to the exercise price that applied to the terminated Linde stock options (*i.e.*, EUR 2.56 per share), adjusted for the exchange ratio. The waiting period for Linde PLC equity awards will correspond to the remainder of the respective original waiting period under the Linde LTIP

underlying the determination of the number of Linde PLC equity awards as described above.

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Vesting of the Linde PLC stock options and Linde PLC RSUs will be conditioned on continued employment through the applicable waiting periods (subject to certain good leaver provisions). To become entitled to exercise Linde PLC stock options and to earn Linde PLC RSUs, each beneficiary who belongs to certain top management levels of the Linde remuneration system must hold a specified number of Linde PLC shares until the expiry of the waiting periods applicable to the corresponding Linde PLC RSUs. For all other beneficiaries such holding of Linde PLC shares is generally voluntary but required to earn Linde PLC RSUs.

18.7 Share Ownership Policy

Linde's supervisory board members provided a self-commitment to the supervisory board that they would use 25 % of the fixed gross remuneration payable in each fiscal year to purchase Linde Shares and hold these shares during their respective terms of office. This commitment does not apply to any supervisory board member who (i) remits at least 85 % of his or her fixed gross compensation to the *Hans Böckler Foundation* in accordance with the guidelines of the Confederation of German Trade Unions (*DGB*), (ii) is obligated to remit at least 85 % of his or her fixed compensation to his or her employer pursuant to the terms of a service or employment contract or (iii) was appointed after Linde suspended the commitment (as set forth below). If any supervisory board member remits less than 85 % of his or her fixed compensation to the *Hans Böckler Foundation* or his or her employer, then the commitment will apply to 25 % of the remaining portion of the supervisory board member's fixed gross compensation. Due to potential restrictions relating to inside information and insider trading, during negotiations of the business combination, Linde suspended the commitment for members of Linde's supervisory board to acquire additional shares. In connection with the conclusion of the Business Combination Agreement, Linde has released the members of the supervisory board from their commitments to continue to hold previously acquired Linde Shares.

As of August 14, 2017, Linde supervisory board members jointly held 2,544 Linde Shares as part of their self-commitment. The shareholder representatives in the supervisory board of Linde have declared that they will tender their 1,908 Linde Shares held due to such self-commitment.

18.8 Severance

With respect to any member of Linde's executive board other than Prof. Dr. Aldo Belloni, the respective service agreements contemplate severance benefits of the executive board member if his service agreement is terminated without cause. The same applies if such service agreement is terminated within nine (9) months following the date of a change of control relating to Linde (which would include the consummation of the Exchange Offer), by mutual consent or as a result of a failure to renew the agreement at the appropriate time, or as a result of the resignation of the executive board member due to his position being affected more than insignificantly (*mehr als nur unwesentlich beeinträchtigt*) by the transaction giving rise to a change of control (which the executive board member has the burden to demonstrate). In such cases, such executive board member will be generally entitled to receive the severance benefits under his service agreement, subject to a cap equal to two (2) times the annual cash compensation (the sum of his fixed annual cash compensation plus the 60 % component of the variable cash compensation that is payable in cash and is not required to be reinvested in Linde Shares (the **Annual Cash Compensation**)). If, at the time of termination of employment, less than two (2) years remain in the term of the service agreement, the severance payment shall be calculated pro rata with respect to such remaining term. If the Annual Cash Compensation of the member of the executive board for the financial year in which his or her employment is terminated is likely to be significantly higher or lower than the Annual Cash Compensation for the last full financial year, the supervisory board may at its discretion make an adjustment to the calculation of the Annual Cash Compensation. In the event that the executive board member receives benefits in connection with a transaction giving rise to a change of control from a

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majority shareholder or other entity, the full amount of such benefits will be offset against the severance payments.

Further, each executive board member will be entitled to receive an additional payment equal to one (1) times the Annual Cash Compensation in the event of a termination of service following a change of control, unless such member has served on the executive board for less than three (3) years or if he has not yet reached the age of 52 or has already reached the age of 63 when his service agreement terminates.

Based on a hypothetical closing date of the business combination of August 14, 2017 and a severance-qualifying termination of the executive board members' service agreements immediately following the effective time of the business combination, the aggregate potential severance benefits that may be payable is approximately EUR 10 million (for a detailed description see section 5.17 *Interests of Directors, Board Members, and Executive Officers in the Business Combination* of **Annex 3**).

In the case of Dr. Sven Schneider, his service agreement sets forth that the above terms concerning a change of control shall not apply to him with respect to the Business Combination.

18.9 Indemnification

The Business Combination Agreement generally requires Linde PLC to, or cause one of its subsidiaries to, indemnify all past and present directors, officers and employees of Linde and any of its subsidiaries, each referred to as an indemnified party, for acts or omissions occurring at or prior to the Completion of the Business Combination to the same extent such indemnified parties were indemnified by Linde and its subsidiaries as of the date of the Business Combination Agreement, or to the extent legally permissible. To the extent legally permissible, Linde PLC will indemnify and hold harmless the members of the executive board and the supervisory board of Linde from any liability for actions or omissions in connection with the preparation and implementation of an economic sanctions compliance plan for Linde PLC Group. The Business Combination Agreement also requires Linde (and in the event Linde is unable to, Linde PLC) to obtain a ten-year tail policy for the extension of Linde's directors' and officers' liability coverage of Linde's existing directors' and officers' insurance policies and Linde's fiduciary liability insurance policies for not less than the existing coverage and having other terms not less favorable to the insured persons. If Linde or Linde PLC for any reason fail to obtain such tail policy, Linde PLC will continue to maintain, for ten years following the Business Combination, either the current policies of directors' and officers' liability insurance and fiduciary liability insurance currently maintained by Linde or provide substitute policies for not less than the existing coverage and having other terms not less favorable to the insured persons.

18.10 Other Interests

Professor Dr. Wolfgang Reitzle, current chairman of the supervisory board of Linde and, in the case of completion of the business combination, chairman of the Linde PLC Board, is advisory partner of Perella Weinberg, London. This advisory mandate is currently inactive (since June 2016). Perella Weinberg is acting as financial advisor to Linde in connection with the business combination and will receive a commission in connection with the transaction.

Apart from the provisions described above, no member of the executive board or supervisory board of Linde has been granted or promised any cash benefits or other monetary benefits in connection with the Exchange Offer from the Bidder or any persons acting jointly with the Bidder within the meaning of Section 2 para. 5 Takeover Act, or their respective subsidiaries.

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19. Results of the Exchange Offer and other announcements

In addition to publications of the Bidder described in other Sections of this Offer Document, the Bidder will also issue the following publications and notifications throughout the Exchange Offer:

According to Section 23 para. 1 Takeover Act, the Bidder will publish the total number of Linde Shares to which it, persons acting jointly with it, and their subsidiaries are entitled, including the percentage of the share capital and the number of voting rights it holds and that are attributable to it pursuant to Section 30 Takeover Act and the number of voting rights pursuant to Sections 25, 25a Securities Trading Act, in addition to the number of Tendered Linde Shares resulting from the Declarations of Acceptance received by the Bidder, including the percentage of the share capital of these shares and the voting rights:

on a weekly basis following the publication of this Offer Document and on a daily basis during the last week prior to the expiration of the Acceptance Period;

without undue delay following the expiration of the Acceptance Period;

without undue delay following the expiration of the Additional Acceptance Period (the **Announcement of Results**); and

without undue delay as soon as the Exchange Offer has been accepted for more than 95 % of the voting shares in accordance with Section 39a Takeover Act in Linde enabling the Bidder to effect a Squeeze-Out pursuant to Section 39a Takeover Act.

on the internet under <http://www.lindepraxairmerger.com>, in the German Federal Gazette (*Bundesanzeiger*) and by way of an English language press release in the United States, and the Bidder will inform the BaFin thereof.

Pursuant to Section 23 para. 2 Takeover Act, the Bidder will continue to publish on the internet at <http://www.lindepraxairmerger.com>, in the German Federal Gazette (*Bundesanzeiger*) and by way of an English language press release in the United States, and inform BaFin of any direct and/or indirect acquisition of Linde Shares by the Bidder, by persons acting jointly with the Bidder in the meaning of Section 2 para. 5 sentence 1 and 3 Takeover Act, or their subsidiaries, either on or off a stock market, in the time period from the publication of this Offer Document until the publication under Section 23 para. 1 sentence 1 no. 2 Takeover Act, as well as any direct and/or indirect acquisition of Linde Shares prior to the end of the year following the publication pursuant to Section 23 para. 1 sentence 1 no. 2 Takeover Act stating the nature and amount of consideration.

20. Information regarding tax

The material taxation principles are set out in the section *27. Material Tax Considerations* of **Annex 3** of this Offer Document. There you will find detailed information on the tax treatment of the Offer Consideration (please refer to the more detailed description in the section *27.2 Material German Tax Consequences* of **Annex 3**) with respect to Linde Shareholders with tax residency in Germany, the United States and the United Kingdom, and Irish material tax

consequences in respect of the Exchange Offer and holding Linde PLC Shares.

This information regarding tax does not constitute a summary of the tax aspects described in the section 27. *Material Tax Considerations* of Annex 3 of this Offer Document, and shall not replace or serve as a substitute for reading the information provided therein. The Bidder recommends that every Linde Shareholder obtain tax advice regarding the relevant tax implications of accepting the Exchange Offer, particularly taking into account their personal financial circumstances, prior to accepting the Exchange Offer.

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21. Applicable law; place of jurisdiction

The Exchange Offer and the agreements concluded with the Bidder as a result of the acceptance of the Exchange Offer are governed by German law. The exclusive place of jurisdiction for all legal disputes arising from, or in connection with the Exchange Offer (and any agreement which comes into existence as a result of acceptance of the Exchange Offer), to the extent legally permissible, is Frankfurt am Main, Germany.

22. Declaration of acceptance of responsibility for the contents of this Offer Document

Linde PLC, registered under the laws of Ireland and with its registered office at Ten Earlsfort Terrace, Dublin 2, DO2 T380, Ireland and its principal executive offices at The Priestley Centre, 10 Priestley Road, The Surrey Research Park, Guildford, Surrey GU2 7XY, United Kingdom assumes responsibility for the contents of this Offer Document, pursuant to Section 11 para. 3 Takeover Act and declares that, to the best of its knowledge, the information contained in this Offer Document is correct and no material facts are omitted.

23. Signatures

August 11, 2017

Linde PLC

Guillermo Bichara Garcia
Director

Andrew Brackfield
Director

Christopher Cossins
Director

Richard Steinseifer
Director

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Annex 1

Persons acting jointly the Bidder

Company	Registered Office
Linde Aktiengesellschaft	Klosterhofstraße 1, 80331 Munich, Germany
Linde Holding GmbH	Klosterhofstraße 1, 80331 Munich, Germany
Linde Intermediate Holding AG	Klosterhofstraße 1, 80331 Munich, Germany
Praxair, Inc.	251 Little Falls Drive, City of Wilmington, County of New Castle, 19808, Delaware United States
Zamalight Holdco LLC	251 Little Falls Drive, City of Wilmington, County of New Castle, 19808, Delaware, United States
Zamalight Subco, Inc.	251 Little Falls Drive, City of Wilmington, County of New Castle, 19808, Delaware, United States

Table of Contents**Annex 2****Subsidiaries of Linde****as of August 8, 2017**

Company	Registered In	Registered Office
HELISON PRODUCTION S.p.A.	Algeria	Skikda
Linde Gas Algerie S.p.A.	Algeria	Algiers
GI/LINDE ALGERIE SPA	Algeria	Algiers
AFROX África Oxigénio, Limitada	Angola	Luanda
Grupo Linde Gas Argentina S.A.	Argentina	Buenos Aires
Linde Salud S.A.	Argentina	Buenos Aires
BOC GASES ARUBA N.V.	Aruba	Santa Cruz
AUSCOM HOLDINGS PTY LIMITED	Australia	North Ryde
BOC AIP Limited Partnership	Australia	North Ryde
BOC Australia Pty Limited	Australia	North Ryde
BOC CUSTOMER ENGINEERING PTY LTD	Australia	North Ryde
BOC GASES FINANCE LIMITED	Australia	North Ryde
BOC GROUP PTY LIMITED	Australia	North Ryde
BOC Limited (Australia)	Australia	North Ryde
BOGGY CREEK PTY LIMITED	Australia	North Ryde
ELGAS AUTOGAS PTY LIMITED	Australia	North Ryde
ELGAS RETICULATION PTY LIMITED	Australia	North Ryde
Linde (Australia) Pty. Ltd.	Australia	North Ryde
PACIFIC ENGINEERING SUPPLIES PTY LIMITED	Australia	North Ryde
SOUTH PACIFIC WELDING GROUP PTY LIMITED	Australia	North Ryde
TIAMONT PTY LIMITED	Australia	North Ryde
UNIGAS JOINT VENTURE PARTNERSHIP	Australia	Mulgrave
UNIGAS TRANSPORT FUELS PTY LTD	Australia	North Ryde
Linde Australia Holdings Pty Limited	Australia	North Ryde
Linde Österreich Holding GmbH	Austria	Stadl-Paura
Gist Österreich GmbH	Austria	Wallern an der Trattnach
Linde Electronics GmbH	Austria	Stadl-Paura
Linde Gas GmbH	Austria	Stadl-Paura
PROVISIS Gase & Service GmbH	Austria	Bad Wimsbach-Neydharting
Linde Bangladesh Limited	Bangladesh	Dhaka
BANGLADESH OXYGEN LIMITED	Bangladesh	Dhaka
BOC Bangladesh Limited	Bangladesh	Dhaka
Linde Gaz Bel FLLC	Belarus	Telmy
Gist Belgium BVBA	Belgium	Lochristi
Linde Gas Belgium NV	Belgium	Grimbergen
Linde Homecare Belgium SPRL	Belgium	Sclayn
PRIESTLEY COMPANY LIMITED	Bermuda	Hamilton
The Hydrogen Company of Paraguana Ltd.	Bermuda	Hamilton
	Botswana	Gaborone

AFROX GAS & ENGINEERING SUPPLIES

(BOTSWANA) (PTY) LIMITED

AUTOGAS (BOTSWANA) (PROPRIETARY) LIMITED

BOTSWANA OXYGEN COMPANY (PTY) LIMITED

Botswana

Botswana

Gaborone

Gaborone

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Company	Registered In	Registered Office
BOTSWANA STEEL ENGINEERING (PTY) LIMITED	Botswana	Gaborone
HANDIGAS (BOTSWANA) (PTY) LIMITED	Botswana	Gaborone
HEAT GAS (PTY) LIMITED	Botswana	Gaborone
KIDDO INVESTMENTS (PTY) LIMITED	Botswana	Gaborone
Cryostar do Brasil Equipamentos Rotativos & Criogenicos Ltda.	Brazil	Vinhedo
Linde Gases Ltda.	Brazil	Barueri
LINDE-BOC GASES LIMITADA	Brazil	Barueri
Linde Engenharia Do Brasil Ltda.	Brazil	Barueri
BOC LIENHWA (BVI) HOLDING Co., Ltd.	British Virgin Islands	Tortola
AUECC (BVI) HOLDINGS LIMITED	British Virgin Islands	Tortola
KEY PROOF INVESTMENTS LIMITED	British Virgin Islands	Tortola
PURE QUALITY TECHNOLOGY LIMITED	British Virgin Islands	Tortola
SHINE SKY INTERNATIONAL COMPANY LIMITED	British Virgin Islands	Tortola
SKY WALKER GROUP LIMITED	British Virgin Islands	Tortola
Linde Gas Bulgaria EOOD	Bulgaria	Stara Zagora
Linde Canada Limited	Canada	Mississauga
Linde Process Plants Canada Inc.	Canada	Calgary
1536502 Ontario Inc.	Canada	Hamilton
LINCARE OF CANADA INC.	Canada	Toronto
177470 CANADA INC.	Canada	Mississauga
177472 CANADA INC.	Canada	Mississauga
44001 ONTARIO LIMITED	Canada	Mississauga
BOC de Chile S.A.	Chile	Providencia
Linde Gas Chile S.A.	Chile	Santiago
BOC-TISCO GASES CO., Ltd	China	Taiyuan
Guangkong Industrial Gases Company Limited	China	Guangzhou
Guangzhou GISE Gases Co., Ltd.	China	Guangzhou
Guangzhou Pearl River Industrial Gases Company Limited	China	Guangzhou
Linde Dahua (Dalian) Gases Co., Ltd	China	Dalian
Linde GISE Gas (Shenzhen) Co., Ltd	China	Shenzhen
Ma anshan BOC-Ma Steel Gases Company Limited (aka BMG)	China	City of Maanshan
Shanghai HuaLin Industrial Gases Co. Ltd.	China	Shanghai
Linde Engineering (Dalian) Co. Ltd.	China	Dalian
Beijing Fudong Gas Products Co., Ltd.	China	Beijing
Guangzhou GNIG Industrial Gases Company Limited	China	Guangzhou
Linde Carbonic (Wuhu) Company Ltd.	China	Wuhu
Linde Carbonic Company Ltd., Shanghai	China	Shanghai
Linde Arooxy (Xi an) Life Science Co., Ltd.	China	Xi an
Dalian Xizhong Island Linde Industrial Gases Co., Ltd.	China	Dalian
Linde Engineering (Hangzhou) Co. Ltd.	China	Hangzhou
Linde Huachang (Zhangjiagang) Gas Co. Ltd.	China	Zhangjiagang
Linde Carbonic Co. Ltd., Tangshan	China	Qian an
Shanghai BOC Huayang Carbon Dioxide Co., Ltd.	China	Shanghai
Linde Gases (Yantai) Co., Ltd.	China	Yantai

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Company	Registered In	Registered Office
Shenzhen Feiying Industrial Gases Company Limited	China	Shenzhen
Anhui JuLan Industrial Gases Co., Ltd.	China	Lu an
ASIA UNION (SHANGHAI) ELECTRONIC CHEMICAL COMPANY LIMITED	China	Shanghai
AUECC Shanghai	China	Shanghai
AUECC Shanghai Co. Ltd.	China	Shanghai
BOC (China) Holdings Co., Ltd.	China	Shanghai
BOC Gases (Nanjing) Company Limited	China	Nanjing
BOC Gases (Suzhou) Co., Ltd.	China	Suzhou
BOC Gases (Tianjin) Company Limited	China	Tianjin
BOC-SPC Gases Co., Ltf, (aka BSG)	China	Shanghai
BOCLH Industrial Gases (Chengdu) Co., Ltd	China	Chengdu
BOCLH Industrial Gases (DaLian) Co., Ltd.	China	Dalian
BOCLH Industrial Gases (Shanghai) Co., Ltd.	China	Shanghai
BOCLH Industrial Gases (Songjiang) Co., Ltd.	China	Shanghai
BOCLH Industrial Gases (Suzhou) Co., Ltd.	China	Suzhou
BOCLH Industrial Gases (Waigaoqiao) Co., Ltd. (aka CONFEDERATE TRADING (SHANGHAI) COMPANY LIMITED)	China	Shanghai
BOCLH Industrial Gases (Xiamen) Co., Ltd.	China	Xiamen
Chongqing Linde-SVW Gas Co., Ltd.	China	Chongqing
Cryostar Cryogenic Equipments (Hangzhou) Co. Ltd.	China	Hangzhou
Fuzhou Linde Lienhwa Gases Co., Ltd	China	Fuqing
Dalian BOC Carbon Dioxide Co. Ltd.	China	Dalian
Fujian Linde-FPCL Gases Co., Ltd.	China	Quanzhou
Guangzhou GNC Carbon Dioxide Company Ltd.	China	Guangzhou
Hangzhou Linde International Trading Co., Ltd.	China	Hangzhou
Jianyang Linde Medical Gases Company Limited	China	Jianyang
Linde (Quanzhou) Carbon Dioxide Co. Ltd.	China	Quanzhou
Linde Electronics & Specialty Gases (Suzhou) Co Ltd.	China	Suzhou
Linde Gas Ningbo Ltd.	China	Ningbo
Linde Gas Shenzhen Ltd.	China	Shenzhen
Linde Gas Southeast (Xiamen) Ltd.	China	Xiamen
Linde Gas Xiamen Ltd.	China	Xiamen
Linde Gas Zhenhai Ltd.	China	Ningbo
Linde Gases (Changzhou) Company Limited	China	Changzhou
Linde Gases (Chengdu) Co., Ltd.	China	Chengdu
Linde Gases (Fushun) Co., Ltd.	China	Fushun
Linde Gases (Hefei) Co., Ltd.	China	Hefei
Linde Gases (Huizhou) Co., Ltd.	China	Huizhou
Linde Gases (Langfang) Co., Ltd.	China	Langfang
Linde Gases (Meishan) Co., Ltd.	China	Meishan
Linde Gases (Nanjing) Company Limited	China	Nanjing
Linde Gases (Shanghai) Co., Ltd.	China	Shanghai
Linde Gases (Suzhou) Company Limited	China	Suzhou
Linde Gases (Xuzhou) Company Limited	China	Xuzhou
Linde Gases (Zhangzhou) Co., Ltd.	China	Zhangzhou

Linde Gases Daxie Company Limited
Linde Lienhwa China Holding Co., Ltd.
Linde Lienhwa Gases (BeiJing) Co., Ltd.

China
China
China

Ningbo
Shanghai
Beijing

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Company	Registered In	Registered Office
Linde Lienhwa Gases (Chengdu) Co., Ltd.	China	Chengdu
Linde Lienhwa Gases (Wuhan) Co., Ltd	China	Wuhan
Linde Lienhwa Industrial Gases (Xianyang) Co., Ltd.	China	Xianyang
Linde Nanjing Chemical Industrial Park Gases Co., Ltd.	China	Nanjing
Linde Qiangsheng Gases (Nanjing) Co., Ltd.	China	Nanjing
Nanjing BOC-YPC Gases CO., LTD. (aka BYG)	China	Nanjing
Ningbo Linde-ZRCC Gases Co., Ltd.	China	Ningbo
Shanghai BOC Gases Co., Ltd.	China	Shanghai
Shanghai Linhua Gas Transportation Co., Ltd.	China	Shanghai
Spectra Gases (Shanghai) Trading Co., LTD.	China	Shanghai
ZHENJIANG XINHUA INDUSTRIAL GASES CO., LTD.	China	Zhenjiang
Zibo BOC-QILU Gases Co., Ltd.	China	Zibo
Linde Colombia S.A.	Colombia	Bogotá
REMEO Medical Services S.A.S.	Colombia	Bogotá
LINDE ENERGY SERVICES S.A.S. E.S.P.	Colombia	Bogotá
RDC GASES & WELDING (DRL) LIMITED	Congo, The Democratic Republic of the	Lubumbashi
Linde Gas Curaçao N.V.	Curaçao	Willemstad
LINDE HADJIKYRIAKOS GAS LIMITED	Cyprus	Nicosia
GISTRANS Czech Republic s.r.o.	Czech Republic	Olomouc
Linde Gas a.s.	Czech Republic	Prague
Linde Sokolovská s.r.o.	Czech Republic	Prague
AGA A/S	Denmark	Copenhagen
LINDE GAS DOMINICANA, S.R.L.	Dominican Republic	Santo Domingo
Agua y Gas de Sillunchi S.A.	Ecuador	Quito
Linde Ecuador S.A.	Ecuador	Quito
AS Eesti AGA	Estonia	Tallinn
Kiinteistö Oy Karakaasu	Finland	Espoo
Kiinteistö Oy Karaportti	Finland	Espoo
LINDE INVESTMENTS FINLAND OY	Finland	Helsinki
Oy AGA Ab	Finland	Espoo
Oy Innogas Ab	Finland	Kulloo
TK-Teollisuuskaasut Oy	Finland	Espoo
Linde France S.A.	France	Saint-Priest
Linde Holdings SAS	France	Saint-Priest
CRYOSTAR SAS	France	Hésingue
GIST FRANCE S.A.R.L.	France	Garges-lès-Gonesse
LINDE ELECTRONICS SAS	France	Saint-Priest
LINDE HOMECARE FRANCE SAS	France	Saint-Priest
The Boc Group S.A.S.	France	Hésingue
Blue LNG Beteiligungsgesellschaft mbH	Germany	Hamburg
Blue LNG GmbH & Co. KG	Germany	Hamburg
Commercium Immobilien- und Beteiligungs-GmbH	Germany	Munich
Gas & More GmbH	Germany	Pullach
Hydromotive GmbH & Co. KG	Germany	Leuna
Hydromotive Verwaltungs-GmbH	Germany	Leuna

Light Blue LNG GmbH	Germany	Munich
Linde Electronics GmbH & Co. KG	Germany	Pullach
Linde Electronics Verwaltungs GmbH	Germany	Pullach

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Company	Registered In	Registered Office
Linde Gas Produktionsgesellschaft mbH & Co. KG	Germany	Pullach
Linde Gas Therapeutics GmbH	Germany	Oberschleißheim
Linde Gas Verwaltungs GmbH	Germany	Pullach
Linde Hydrogen Concepts GmbH	Germany	Pullach
Linde Remeo Deutschland GmbH	Germany	Blankenfelde-Mahlow
Linde Schweißtechnik GmbH	Germany	Pullach
Linde US Beteiligungs GmbH	Germany	Munich
Linde Welding GmbH	Germany	Pullach
MTA GmbH Medizin-Technischer-Anlagenbau	Germany	Mainhausen
Nauticor Beteiligungs-GmbH	Germany	Hamburg
Nauticor GmbH & Co. KG	Germany	Hamburg
Selas-Linde GmbH	Germany	Pullach
Tega-Technische Gase und Gasetechnik Gesellschaft mit beschränkter Haftung	Germany	Würzburg
Unterbichler Gase GmbH	Germany	Munich
Linde Hellas Monoprosopi E.P.E.	Greece	Mandra
BOC NO. 1 LIMITED	Guernsey	Saint Peter Port
BOC NO. 2 LIMITED	Guernsey	Saint Peter Port
Linde GISE Gases (Hong Kong) Company Limited	Hong Kong	Hong Kong
BRITISH OXYGEN (HONG KONG) LIMITED	Hong Kong	Hong Kong
HKO DEVELOPMENT COMPANY LIMITED	Hong Kong	Kowloon
LIEN HWA INDUSTRIAL GASES (HK) LIMITED	Hong Kong	Wan Chai
Linde Gas (H.K.) Limited	Hong Kong	Hong Kong
Linde HKO Limited	Hong Kong	Hong Kong
NEW SINO GASES COMPANY LIMITED	Hong Kong	Tai Po
Hong Kong Oxygen & Acetylene Company Limited	Hong Kong	Kowloon
Linde Gáz Magyarország Zrt.	Hungary	Répcelak
ISAGA ehf.	Iceland	Reykjavík
BELLARY OXYGEN COMPANY PRIVATE LIMITED	India	Bellary
LINDE INDIA LIMITED	India	Calcutta
Linde Engineering India Private Limited	India	New Delhi
Linde Global Support Services Private Limited	India	Calcutta
P.T. Gresik Power Indonesia	Indonesia	Jakarta
P.T. Gresik Gases Indonesia	Indonesia	Jakarta
P.T. Townsville Welding Supplies	Indonesia	Jakarta
PT. LINDE INDONESIA	Indonesia	Jakarta
BOC (TRADING) LIMITED	Ireland	Dublin
BOC GASES IRELAND HOLDINGS LIMITED	Ireland	Dublin
BOC Gases Ireland Limited	Ireland	Dublin
BOC INVESTMENT HOLDING COMPANY (IRELAND) LIMITED	Ireland	Dublin
BOC Investments Ireland Unlimited Company	Ireland	Dublin
COOPER CRYOSERVICE LIMITED	Ireland	Dublin
Gist Distribution Limited	Ireland	Dublin
PRIESTLEY DUBLIN BOC COMPANY LIMITED	Ireland	Dublin
Linde Gas Italia S.r.l.	Italy	Arluno
LINDE MEDICALE Srl	Italy	Arluno

Helison Marketing Limited	Jersey	Saint Helier
ALBOC (JERSEY) LIMITED	Jersey	Saint Helier
BOC AUSTRALIAN FINANCE LIMITED	Jersey	Saint Helier

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Company	Registered In	Registered Office
BOC PREFERENCE LIMITED	Jersey	Saint Helier
Linde Gas Jordan Ltd	Jordan	Zarqa
TOO Linde Gaz Kazakhstan	Kazakhstan	Almaty
BOC Kenya Limited	Kenya	Nairobi
EAST AFRICAN OXYGEN LIMITED	Kenya	Nairobi
PSG Co., Ltd.	Korea, Republic of	Busan
Linde Korea Co., Ltd.	Korea, Republic of	Pohang
PS Chem Co., Ltd.	Korea, Republic of	Gyeongsangnam-do
Sam Kwang Gas Tech Co., Ltd.	Korea, Republic of	Seoul
Linde Engineering Korea Ltd.	Korea, Republic of	Seoul
AGA SIA	Latvia	Riga
LINDE MATERIAL HANDLING SARL	Lebanon	Beirut
AFROX (LESOTHO) (PTY) LTD	Lesotho	Maseru
LESOTHO OXYGEN COMPANY (PTY) LIMITED	Lesotho	Maseru
UAB AGA	Lithuania	Vilnius
Company for Production of Carbon Dioxide Geli DOO Skopje	Macedonia, the former Yugoslav Republic of Macedonia, The former Yugoslav Republic of	Skopje Skopje
LINDE GAS BITOLA DOOEL Skopje		
Afrox Malawi Limited	Malawi	Blantyre
INDUSTRIAL GASES SOLUTIONS SDN BHD	Malaysia	Petaling Jaya
Kulim Industrial Gases Sdn. Bhd.	Malaysia	Kuala Lumpur
LINDE INDUSTRIAL GASES (MALAYSIA) SDN. BHD.	Malaysia	Petaling Jaya
Linde Engineering (Malaysia) Sdn. Bhd.	Malaysia	Kuala Lumpur
Linde EOX Sdn. Bhd.	Malaysia	Petaling Jaya
Linde Gas Products Malaysia Sdn. Bhd.	Malaysia	Petaling Jaya
LINDE MALAYSIA HOLDINGS BERHAD	Malaysia	Petaling Jaya
LINDE MALAYSIA SDN. BHD.	Malaysia	Petaling Jaya
LINDE ROC SDN. BHD.	Malaysia	Petaling Jaya
LINDE WELDING PRODUCTS SDN. BHD.	Malaysia	Petaling Jaya
AFROX INTERNATIONAL LIMITED	Mauritius	Port Louis
Fundación Nitrógeno de Cantarell para el Desarrollo Comunitario, A.C	Mexico	Mexico City
SERVICIOS DE OPERACIONES DE NITRÓGENO, S.A. DE C.V.	Mexico	Santa Fe
SERVICIOS DE CANTARELL, S.A. de C.V.	Mexico	Santa Fe
BOC GASES DE MEXICO, S.A. DE C.V.	Mexico	Mexico City
Compañía de Nitrógeno de Cantarell, S.A. de C.V.	Mexico	Santa Fe
Compañía de Operaciones de Nitrógeno, S.A. de C.V.	Mexico	Santa Fe
LPM, S.A. de C.V.	Mexico	Mexico City
Afrox Moçambique, Limitada	Mozambique	Maputo
BOC GASES MOZAMBIQUE LIMITED	Mozambique	Maputo
Linde Gases Moçambique, Limitada	Mozambique	Maputo
IGL (PTY) LIMITED	Namibia	Windhoek
IGL PROPERTIES (PTY) LIMITED	Namibia	Windhoek

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NAMOX Namibia (PTY) LIMITED	Namibia	Windhoek
REPTILE INVESTMENT NINE (PTY) LIMITED	Namibia	Windhoek
REPTILE INVESTMENT TEN (PTY) LIMITED	Namibia	Windhoek
B.V. Nederlandse Pijpleidingmaatschappij	Netherlands	Rotterdam

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Company	Registered In	Registered Office
BOC Europe Holdings B.V.	Netherlands	Dongen
Gist Containers B.V.	Netherlands	Bleiswijk
Gist Forwarding B.V.	Netherlands	Bleiswijk
Gist Holding B.V.	Netherlands	Bleiswijk
Gist Nederland B.V.	Netherlands	Bleiswijk
Linde Electronics B.V.	Netherlands	Schiedam
Linde Finance B.V.	Netherlands	Amsterdam
Linde Gas Benelux B.V.	Netherlands	Schiedam
Linde Gas Cryoservices B.V.	Netherlands	Hedel
Linde Gas Therapeutics Benelux B.V.	Netherlands	Eindhoven
Linde Holdings Netherlands B.V.	Netherlands	Schiedam
Linde Homecare Benelux B.V.	Netherlands	Nuland
Naamloze Vennootschap Linde Gas Benelux	Netherlands	Schiedam
OCAP CO2 B.V.	Netherlands	Schiedam
The BOC Group B.V.	Netherlands	Dongen
ELGAS LIMITED	New Zealand	Auckland
BOC LIMITED (New Zealand)	New Zealand	Auckland
BOC NEW ZEALAND HOLDINGS LIMITED	New Zealand	Auckland
Linde Holdings New Zealand Limited	New Zealand	Auckland
SOUTH PACIFIC WELDING GROUP (NZ) LIMITED	New Zealand	Auckland
BOC Gases Nigeria Plc	Nigeria	Lagos
AGA AS	Norway	Oslo
KS Luftgassproduksjon	Norway	Oslo
Norgas AS	Norway	Oslo
Linde Pakistan Limited	Pakistan	Karachi
BOC PAKISTAN (PVT.) LIMITED	Pakistan	Karachi
BOC Papua New Guinea Limited	Papua New Guinea	Lae
Linde Gas Perú S.A.	Peru	Callao
ROYAL SOUTHMEADOWS, INC	Philippines	Mandaue
GRANDPLAINS PROPERTIES, INC	Philippines	Pasig
CHATSWOOD INC	Philippines	Makati
CIGI PROPERTIES, INC.	Philippines	Mandaluyong
BOC GIST INC	Philippines	Mkati City
CIGC CORPORATION	Philippines	Pasig
BOC (PHILS.) HOLDINGS, INC.	Philippines	Pasig
CRYO INDUSTRIAL GASES, INC	Philippines	Pasig
LINDE PHILIPPINES (SOUTH), INC.	Philippines	Mandaue
BATAAN INDUSTRIAL GASES INC	Philippines	Pasig
DAVAO OXYGEN CORPORATION	Philippines	Mandaue
LINDE PHILIPPINES, INC.	Philippines	Pasig
Eurogaz-Gdynia Sp. z o.o.	Poland	Gdynia
LINDE GAZ POLSKA Spółka z o.o.	Poland	Krakow
LINDE SAÚDE, LDA	Portugal	Maia
LINDE GLOBAL SERVICES PORTUGAL, UNIPESSOAL LDA	Portugal	Maia
LINDE PORTUGAL, LDA	Portugal	Lisbon
Linde Gas Puerto Rico, Inc.	Puerto Rico	Cataño

Gas Pentru Gaze Si Aparatura S.R.L.
ITO Industries International SA
LINDE GAZ ROMANIA S.R.L.

Romania
Romania
Romania

Cluj Napoca
Bucharest
Timișoara

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Company	Registered In	Registered Office
Rodmir Expert SA	Romania	Bucharest
OAO Linde Uraltechgaz	Russian Federation	Yekaterinburg
AO Linde Gas Rus	Russian Federation	Balashikha
OOO Linde Azot Togliatti	Russian Federation	Tolyatti
OOO Linde Engineering Rus	Russian Federation	Samara
OOO Linde Gas Helium Rus	Russian Federation	Moscow
OOO Linde Power machines	Russian Federation	Saint Petersburg
OOO CRYOSTAR RUS	Russian Federation	Saint Petersburg
Saudi Industrial Gas Company	Saudi Arabia	Al-Khobar
LINDE SAUDI ARABIA LLC	Saudi Arabia	Jubail
Linde Arabian Contracting Co., Ltd.	Saudi Arabia	Riyadh
Linde Jubail Industrial Gases Factory LLC	Saudi Arabia	Al-Khobar
LINDE GAS SRBIJA Industrija gasova a.d. Bečej	Serbia	Bečej
Cryostar Singapore Pte Ltd	Singapore	Singapore
Linde Gas Asia Pte Ltd	Singapore	Singapore
Linde Gas Singapore Pte. Ltd.	Singapore	Singapore
LINDE TREASURY ASIA PACIFIC PTE.LTD.	Singapore	Singapore
Aries 94 s.r.o.	Slovakia	Bratislava
Linde Gas k.s.	Slovakia	Bratislava
Linde Global IT Services s. r. o.	Slovakia	Bratislava
Linde Technické Plyny spol. s r.o.	Slovakia	Bratislava
BOC GASES SOLOMON ISLANDS LIMITED	Solomon Islands	Honiara
African Oxygen Limited	South Africa	Johannesburg
AFROX (PROPRIETARY) LIMITED	South Africa	Johannesburg
AFROX AFRICAN INVESTMENTS (PTY) LIMITED	South Africa	Johannesburg
AFROX EDUCATIONAL SERVICES (PROPRIETARY) LTD	South Africa	Johannesburg
AFROX PROPERTIES (PTY) LIMITED	South Africa	Johannesburg
AMALGAMATED GAS AND WELDING (PTY) LIMITED	South Africa	Johannesburg
AMALGAMATED WELDING AND CUTTING HOLDINGS (PROPRIETARY) LIMITED	South Africa	Johannesburg
AWCE (PROPRIETARY) LIMITED	South Africa	Johannesburg
HUMAN PERFORMANCE SYSTEMS (PTY) LIMITED	South Africa	Johannesburg
INDUSTRIAL RESEARCH AND DEVELOPMENT (PTY) LIMITED	South Africa	Johannesburg
ISAS TRUST	South Africa	Johannesburg
Linde Engineering South Africa (Pty) Ltd.	South Africa	Johannesburg
NASIONALE SWEISWARE (PTY) LTD	South Africa	Johannesburg
NICOWELD (PTY) LIMITED	South Africa	Sandton
PPE-ISIZO (PTY) LIMITED	South Africa	Johannesburg
SAFETY GAS (PROPRIETARY) LIMITED	South Africa	Johannesburg
Abelló Linde, S.A.U.	Spain	Barcelona
LINDE ELECTRONICS, S.L.	Spain	Barcelona
Linde Médica, S.L.	Spain	Barcelona
LINDE MEDICINAL, S.L.	Spain	Barcelona
LINDE SPAIN SA	Spain	Barcelona

Ceylon Oxygen Ltd.
HANDIGAS SWAZILAND (PTY) LIMITED

Sri Lanka
Swaziland

Colombo
Mbabane

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Company	Registered In	Registered Office
SWAZI OXYGEN (PTY) LIMITED	Swaziland	Mbabane
NORLIC AB	Sweden	Lidingö
AB Held	Sweden	Lidingö
AGA Aktiebolag	Sweden	Lidingö
AGA Fastighet Göteborg AB	Sweden	Lidingö
AGA Gas Aktiebolag	Sweden	Lidingö
AGA Industrial Gas Engineering Aktiebolag	Sweden	Lidingö
AGA International Investment Aktiebolag	Sweden	Lidingö
AGA Medical Aktiebolag	Sweden	Lidingö
Agatronic AB	Sweden	Lidingö
BOC Intressenter AB	Sweden	Helsingborg
CRYO Aktiebolag	Sweden	Gothenburg
Flaskgascentralen i Malmö Aktiebolag	Sweden	Svedala
Linde Healthcare AB	Sweden	Lidingö
LindeGas Holding Sweden AB	Sweden	Lidingö
Nynäshamns Gasterminal AB	Sweden	Lidingö
Svenska Aktiebolaget Gasaccumulator	Sweden	Lidingö
Svets Gas Aktiebolag	Sweden	Lidingö
Arboliana Holding AG	Switzerland	Pfungen
Bertrams Heatec AG in Liquidation	Switzerland	Pratteln
Linde Holding AG	Switzerland	Dagmersellen
Linde Kryotechnik AG	Switzerland	Pfungen
Linde Schweiz AG	Switzerland	Dagmersellen
PanGas AG	Switzerland	Dagmersellen
Blue Ocean Industrial Gases Co., Ltd.	Taiwan	Taipei
LINDE LIENHWA INDUSTRIAL GASES CO. LTD.	Taiwan	Taipei
LIEN XIANG ENERGY CORPORATION LIMITED	Taiwan	Tainan
TUNG BAO CORPORATION	Taiwan	New Taipei
FAR EASTERN INDUSTRIAL GASES COMPANY LIMITED	Taiwan	Kaohsiung
LIEN TONG GASES COMPANY LIMITED	Taiwan	Kaohsiung
UNITED INDUSTRIAL GASES COMPANY LIMITED	Taiwan	Hsinchu
LIENHWA UNITED LPG COMPANY LIMITED	Taiwan	Taipei
YUAN RONG INDUSTRIAL GASES COMPANY LIMITED	Taiwan	Taipei
LIEN JIAN LPG COMPANY LIMITED	Taiwan	Su ao
LIEN YI LPG COMPANY LIMITED	Taiwan	Taoyuan
ASIA UNION ELECTRONIC CHEMICAL CORPORATION	Taiwan	Taipei
LIEN HWA LOX CRYOGENIC EQUIPMENT CORPORATION	Taiwan	Taipei
CONFEDERATE TECHNOLOGY COMPANY LIMITED	Taiwan	Taichung
LIEN CHIA INDUSTRIAL GASES COMPANY LIMITED	Taiwan	Chiayi
LIEN CHUAN INDUSTRIAL GASES COMPANY LIMITED	Taiwan	Zhongli

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Company	Registered In	Registered Office
LIEN FUNG PRECISION TECHNOLOGY DEVELOPMENT CO., LTD	Taiwan	Taichung
LIEN HWA COMMONWEALTH CORPORATION	Taiwan	Taipei
LIEN SHENG INDUSTRIAL GASES COMPANY LIMITED	Taiwan	Hsinchu
LIEN YANG INDUSTRIAL GASES COMPANY LIMITED	Taiwan	Yilan
LUCK STREAM Co., Ltd.	Taiwan	Kaohsiung
Linde Engineering Taiwan Ltd.	Taiwan	Taipei
BOC Tanzania Limited	Tanzania	Dar es Salaam
MIG Production Company Limited	Thailand	Samut Prakan
RAYONG ACETYLENE LIMITED	Thailand	Samut Prakan
Linde Air Chemicals Limited	Thailand	Samut Prakan
Linde (Thailand) Public Company Limited	Thailand	Samut Prakan
T.I.G. TRADING LIMITED	Thailand	Samut Prakan
Linde HyCO Limited	Thailand	Samut Prakan
SKTY (Thailand) Limited	Thailand	Chachoengsao
KTPV (THAILAND) LIMITED	Thailand	Chachoengsao
Linde Gas Tunisie S.A.	Tunisia	Ben Arous
İsdemir Linde Gaz Ortaklığı A.Ş.	Turkey	Dörtyol
Linde Gaz Anonim Şirketi	Turkey	Istanbul
BOC Uganda Limited	Uganda	Kampala
Private Joint Stock Company Linde Gas Ukraine	Ukraine	Dnipro
Adnoc Linde Industrial Gases Co. Limited (Elixier)	United Arab Emirates	Abu Dhabi
Linde Engineering Middle East LLC	United Arab Emirates	Abu Dhabi
LINDE GAS MIDDLE EAST LLC	United Arab Emirates	Abu Dhabi
LINDE HEALTHCARE MIDDLE EAST LLC	United Arab Emirates	Abu Dhabi
LINDE HELIUM M E FZCO	United Arab Emirates	Jebel Ali
GAFFNEY INDUSTRIAL & WELDING SUPPLIES LTD	United Kingdom	Guildford
ROCK INDUSTRIAL & WELDING SUPPLIES LIMITED	United Kingdom	Guildford
THE BOC GROUP LIMITED	United Kingdom	Guildford
AIRCO COATING TECHNOLOGY LIMITED	United Kingdom	Guildford
ALLWELD INDUSTRIAL AND WELDING SUPPLIES LIMITED	United Kingdom	Guildford
BOC CHILE HOLDINGS LIMITED	United Kingdom	Guildford
BOC DISTRIBUTION SERVICES LIMITED	United Kingdom	Guildford
BOC DUTCH FINANCE	United Kingdom	Guildford
BOC GASES LIMITED	United Kingdom	Guildford
BOC HEALTHCARE LIMITED	United Kingdom	Guildford
BOC HELEX	United Kingdom	Guildford
BOC HOLDINGS	United Kingdom	Guildford
BOC INVESTMENT HOLDINGS LIMITED	United Kingdom	Guildford
BOC INVESTMENTS (LUXEMBOURG) LIMITED	United Kingdom	Guildford
BOC INVESTMENTS NO.1 LIMITED	United Kingdom	Guildford
BOC INVESTMENTS NO.5	United Kingdom	Guildford

BOC INVESTMENTS NO.7	United Kingdom	Guildford
BOC JAPAN	United Kingdom	Guildford
BOC KOREA HOLDINGS LIMITED	United Kingdom	Guildford
BOC LIMITED	United Kingdom	Guildford

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Company	Registered In	Registered Office
BOC LUXEMBOURG FINANCE	United Kingdom	Guildford
BOC NETHERLANDS HOLDINGS LIMITED	United Kingdom	Guildford
BOC NOMINEES LIMITED	United Kingdom	Guildford
BOC PENSION SCHEME TRUSTEES LIMITED	United Kingdom	Guildford
BOC PENSIONS LIMITED	United Kingdom	Guildford
BOC RSP TRUSTEES LIMITED	United Kingdom	Guildford
BOC SEPS TRUSTEES LIMITED	United Kingdom	Guildford
BOC SERVICES LIMITED	United Kingdom	Guildford
BOC TRUSTEES LIMITED	United Kingdom	Guildford
BRITISH INDUSTRIAL GASES LIMITED	United Kingdom	Guildford
CRYOSTAR LIMITED	United Kingdom	Guildford
EHVIL DISSENTIENTS LIMITED	United Kingdom	Guildford
ELECTROCHEM LIMITED	United Kingdom	Guildford
EXPRESS INDUSTRIAL & WELDING SUPPLIES LIMITED	United Kingdom	Guildford
FLUOROGAS LIMITED	United Kingdom	Guildford
FUTURE INDUSTRIAL AND WELDING SUPPLIES LTD.	United Kingdom	Guildford
G.L BAKER (TRANSPORT) LIMITED	United Kingdom	Guildford
GAS & EQUIPMENT LIMITED	United Kingdom	Guildford
GAS & GEAR LIMITED	United Kingdom	Guildford
GIST LIMITED	United Kingdom	Guildford
HANDIGAS LIMITED	United Kingdom	Guildford
HICK, HARGREAVES AND COMPANY LIMITED	United Kingdom	Guildford
HYDROGEN SUPPLIES LIMITED	United Kingdom	Guildford
INDONESIA POWER HOLDINGS LIMITED	United Kingdom	Guildford
INDUSTRIAL & WELDING SUPPLIES (NORTH WEST) LIMITED	United Kingdom	Guildford
INDUSTRIAL AND WELDING MANAGEMENT LIMITED	United Kingdom	Guildford
INDUSTRIAL SUPPLIES & SERVICES LIMITED	United Kingdom	Guildford
INTELLEMETRICS LIMITED	United Kingdom	Glasgow
IWS (INDUSTRIAL & WELDING SUPPLIES) LIMITED	United Kingdom	Guildford
LANSING GROUP LIMITED	United Kingdom	Guildford
LEEN GATE INDUSTRIAL & WELDING SUPPLIES (SCOTLAND) LIMITED	United Kingdom	Guildford
LEENGATE INDUSTRIAL & WELDING SUPPLIES (LINCOLN) LIMITED	United Kingdom	Guildford
LEENGATE INDUSTRIAL & WELDING SUPPLIES (NORTH EAST) LIMITED	United Kingdom	Guildford
LEENGATE INDUSTRIAL & WELDING SUPPLIES (NOTTINGHAM) LIMITED	United Kingdom	Guildford
LEENGATE INDUSTRIAL & WELDING SUPPLIES LIMITED	United Kingdom	Guildford
LINDE CANADA HOLDINGS LIMITED	United Kingdom	Guildford
LINDE CRYOGENICS LIMITED	United Kingdom	Guildford

LINDE CRYOPLANTS LIMITED
LINDE FINANCE
LINDE GAS HOLDINGS LIMITED

United Kingdom
United Kingdom
United Kingdom

Guildford
Guildford
Guildford

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Company	Registered In	Registered Office
LINDE HELIUM HOLDINGS LIMITED	United Kingdom	Guildford
LINDE INVESTMENTS No.1 LIMITED	United Kingdom	Guildford
LINDE NORTH AMERICA HOLDINGS LIMITED	United Kingdom	Guildford
LINDE UK HOLDINGS LIMITED	United Kingdom	Guildford
LINDE UK PRIVATE MEDICAL TRUSTEES LIMITED	United Kingdom	Guildford
MEDISHIELD	United Kingdom	Guildford
MEDISPEED	United Kingdom	Guildford
PENNINE INDUSTRIAL & WELDING SUPPLIES LIMITED	United Kingdom	Guildford
REMEO HEALTHCARE LIMITED	United Kingdom	Guildford
RRS (FEBRUARY 2004) LIMITED	United Kingdom	Guildford
RYVAL GAS LIMITED	United Kingdom	Nottingham
SPALDING HAULAGE LIMITED	United Kingdom	Guildford
Spectra Gases Limited	United Kingdom	Guildford
STORESHIELD LIMITED	United Kingdom	Guildford
THE BRITISH OXYGEN COMPANY LIMITED	United Kingdom	Guildford
TRANSHIELD	United Kingdom	Guildford
WELDER EQUIPMENT SERVICES LIMITED	United Kingdom	Guildford
WELDING PRODUCTS HOLDINGS LIMITED	United Kingdom	Guildford
WESSEX INDUSTRIAL & WELDING SUPPLIES LIMITED	United Kingdom	Guildford
GLPS TRUSTEES LIMITED	United Kingdom	Guildford
REFRIGERATION NO. 1 LIMITED	United Kingdom	Guildford
AHP Delmarva, LLP	United States	Brentwood
AHP-MHR Home Care, LLP	United States	Omaha
American HomePatient of Sanford, LLC	United States	Sanford
American HomePatient of Unifour, LLC	United States	Hickory
Baptist Ventures AHP Homecare Alliance of Montgomery	United States	Brentwood
Blue Ridge Home Care	United States	Brentwood
Catholic Health Home Respiratory, LLC	United States	Williamsville
East Coast Oxygen Company	United States	Bethlehem
Homelink Home Health Care	United States	Brentwood
Piedmont Medical Equipment	United States	Brentwood
Shared Care West Branch, LLC	United States	West Branch
Coastal Home Care	United States	Brentwood
Promed Home Care	United States	Brentwood
AHP Alliance of Columbia	United States	Columbia
AHP Home Care Alliance of Gainesville	United States	Gainesville
AHP Home Care Alliance of Tennessee	United States	Brentwood
AHP Home Care Alliance of Virginia	United States	Richmond
AHP Home Medical Equipment Partnership of Texas	United States	Dallas
AHP Knoxville Partnership	United States	Knoxville
ALPHA RESPIRATORY INC.	United States	Wilmington
American HomePatient Arkansas Ventures, Inc.	United States	Dover
American HomePatient Delaware Ventures, Inc.	United States	Wilmington
American HomePatient of Kingtree, LLC	United States	Kingtree
American HomePatient of New York, Inc.	United States	Brentwood

American HomePatient of Texas, LLC
American HomePatient Tennessee Ventures, Inc.

United States
United States

Brentwood
Dover

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Company	Registered In	Registered Office
American HomePatient Ventures, Inc.	United States	Brentwood
AMERICAN HOMEPATIENT, INC.	United States	Wilmington
American HomePatient, Inc.	United States	Brentwood
American HomePatient, Inc. (f/k/a AHP NV Corp.)	United States	Carson City
CARING RESPONDERS LLC	United States	Wilmington
Colorado Home Medical Equipment Alliance, LLC	United States	Denver
Complete Infusion Services, LLC	United States	Bingham Farms
CONVACARE SERVICES, INC.	United States	Bloomington
CPAP SUPPLY USA LLC	United States	Wilmington
Cryostar USA LLC	United States	Wilmington
Designated Companies, Inc.	United States	Albany
DeVine Products, Inc.	United States	Wilmington
DME Supply USA, LLC	United States	Wilmington
Gamma Acquisition Inc.	United States	Wilmington
Gist USA LLC	United States	Wilmington
HCS TENS Services LLC	United States	Wilmington
HEALTH CARE SOLUTIONS AT HOME INC.	United States	Wilmington
HealthCare Solutions IV LLC	United States	Wilmington
High Mountain Fuels, LLC	United States	Wilmington
Holox Inc.	United States	Norcross
HOME-CARE EQUIPMENT NETWORK INC.	United States	Plantation
Hydrochlor LLC	United States	Wilmington
LAG Methanol LLC	United States	Wilmington
LINCARE EQUIPMENT LLC	United States	Wilmington
LINCARE HOLDINGS INC.	United States	Wilmington
LINCARE INC.	United States	Wilmington
LINCARE LEASING LLC	United States	Wilmington
LINCARE LICENSING INC.	United States	Wilmington
LINCARE OF CANADA ACQUISITIONS INC.	United States	Wilmington
LINCARE OF NEW YORK, INC.	United States	New York
LINCARE PHARMACY SERVICES INC.	United States	Wilmington
LINCARE PROCUREMENT INC.	United States	Wilmington
LINCARE PULMONARY REHAB MANAGEMENT, LLC	United States	Wilmington
Lincare Pulmonary Rehab Services of Missouri, LLC	United States	Clayton
LINCARE PULMONARY REHAB SERVICES OF OHIO, LLC	United States	Cleveland
Linde Canada Investments LLC	United States	Wilmington
Linde Delaware Investments Inc.	United States	Wilmington
Linde Energy Services, Inc	United States	Wilmington
Linde Engineering North America Inc.	United States	Wilmington
Linde Gas North America LLC	United States	Wilmington
Linde Holdings, LLC	United States	Wilmington
LINDE INVESTMENTS LLC	United States	Wilmington
Linde LLC	United States	Wilmington
Linde Merchant Production, Inc	United States	Wilmington
Linde North America, Inc.	United States	Wilmington

Linde RSS LLC
mdINR, LLC
MED 4 HOME INC.
MediLink HomeCare, Inc.

United States
United States
United States
United States

Wilmington
Wilmington
Wilmington
Trenton

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Company	Registered In	Registered Office
MEDIMATICS LLC	United States	Wilmington
MidSouth Distribution, Inc.	United States	Texarkana
MRB ACQUISITION CORP.	United States	Plantation
Northeast Pennsylvania Alliance, LLC	United States	Hazelton
Northwest Washington Alliance, LLC	United States	Kirkland
OCT Pharmacy, L.L.C.	United States	Bingham Farms
OPTIGEN, INC.	United States	Plantation
Patient Support Services, Inc.	United States	Texarkana
PULMOREHAB LLC	United States	Wilmington
Raytel Cardiac Services, Inc.	United States	Wilmington
Sleepcair, Inc.	United States	Topeka
The National Medical Rentals, Inc.	United States	Little Rock
Total Home Care of East Alabama, L.L.C.	United States	Tuscaloosa
ASIA UNION ELECTRONIC CHEMICALS RENO, INC.	United States	Reno
AIRCO PROPERTIES INC	United States	Wilmington
Lansing Bagnall Inc.	United States	Wynnewood
SELOX, INC	United States	Nashville
AGA S.A.	Uruguay	Montevideo
AGA Gas C.A.	Venezuela	Caracas
BOC GASES DE VENEZUELA, C.A.	Venezuela	Caracas
PRODUCTORA DE GAS CARBONICO SA	Venezuela	Caracas
Linde Gas Vietnam Limited	Vietnam	Bà Rịa
Linde Vietnam Limited Company	Vietnam	Bà Rịa
General Gases of the Virgin Islands, Inc.	Virgin Islands, U.S.	Saint Croix
AFROX ZAMBIA LIMITED	Zambia	Ndola
BOC Zimbabwe (Private) Limited	Zimbabwe	Harare

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Annex 3

Information pursuant to Section 2 no. 2 of the Takeover Offer Regulation in conjunction with Section 7 Securities Prospectus Act (*Wertpapierprospektgesetz*) and the Commission Regulation (EC) No 809/2004 (April 29, 2004), as amended, implementing Directive 2003/71/EC of the European Parliament and of the Council regarding information contained in prospectuses, as well as the format, incorporation by reference and publication of such prospectuses and dissemination of advertisements

Regarding the information included in this **Annex 3** of this Offer Document, the following should also be taken into account:

- I. References in this **Annex 3** to this document or the prospectus should in the context of this Offer Document be read as references to this **Annex 3**.
- II. The Bidder will update this Offer Document to the extent permissible and required under the Takeover Act, and will comply with its obligation under U.S. law, and will comply with its obligation under the Securities Exchange Act of 1934, as amended, to inform security holders of any material change in the information published, sent or given to security holders. The Bidder will also, as applicable, publish additional accompanying information regarding the Exchange Offer, which will be made available on the Bidder's website at <http://www.lindepraxairmerger.com>, and, to the extent required by applicable law, will file such information in the English language on the SEC's website at <http://www.sec.gov>.
- III. All notifications and announcements required according to the Takeover Act will also be published on the Internet at the website <http://www.lindepraxairmerger.com> (in the German and English languages) and in the German language in the German Federal Gazette (*Bundesanzeiger*). The Bidder will also file such notifications and announcements in the English language with the SEC at <http://sec.gov> and otherwise comply with its obligation under U.S. law with respect to informing security holders of any material change in the information published, sent or given to security holders.

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Summaries comprise disclosure requirements known as elements (**Elements**). These Elements are numbered in Sections A – E (A.1 – E.7). This summary contains all the Elements required to be included in a summary for this type of security and issuer. Because some Elements are not required to be addressed, there may be gaps in the numbering sequence of the Elements. Even though an Element may be required to be inserted in the summary because of the type of security and issuer, it is possible that no relevant information can be given regarding the Element. In such cases, the summary includes a short description of the Element with the words “not applicable” .

A Introduction and Warnings**A.1 Warnings.**

This summary should be read as an introduction to this prospectus (the **Prospectus**).

Any decision to invest in the ordinary shares, each with a nominal value 0.001, in the share capital of Linde Public Limited Company (**Linde plc** or the **Company**) (formerly known as Zamalight plc) (the **Linde plc Shares**) should be based on consideration of this Prospectus as a whole by the investor.

If any claims are asserted before a court of law based on the information contained in this Prospectus, the investor appearing as plaintiff may have to bear the costs of translating the document prior to the commencement of the court proceedings pursuant to the national legislation of the member states of the European Economic Area.

Linde plc has assumed responsibility for the contents of this summary. Those persons who are responsible for the summary, including the translation thereof, or for the issuing (*Veranlassung*), can be held liable but only if this summary is misleading, inaccurate or inconsistent when read together with the other parts of the document or it does not provide, when read together with the other parts of this document, all necessary key information.

A.2 Information regarding the subsequent use of the prospectus.

Not applicable. Consent regarding the use of this document for a subsequent resale or placement of securities has not been granted.

B Issuer**B.1 Legal and commercial name of the issuer.**

The Company’s legal name is Linde Public Limited Company . As of the date of the publication of the Exchange Offer Document, Linde plc does not use a commercial name different from its legal name.

B.2 Domicile, legal form, legislation under which the issuer operates, country of incorporation.

Linde plc is a public limited company formed under the laws of Ireland and has its registered office at Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland, and its principal executive offices at The Priestley Centre, 10 Priestley Road, The Surrey Research Park, Guildford Surrey GU2 7XY, registered with the Irish Companies Registration Office, under entity number 602527. Linde plc is, and will be following completion of the business combination (the **Completion**), subject to Irish law.

B.3 Current operations and

Linde plc

Table of Contents**principal business activities and principal markets in which the issuer competes.**

Linde plc was solely formed for the purpose of effecting the business combination comprising the merger of Praxair, Inc. (**Praxair, Inc.**) and together with its subsidiaries (**Praxair**) with an indirect subsidiary of Linde plc as a result of which Praxair, Inc. will become a wholly-owned indirect subsidiary of Linde plc (the **Merger**) and the voluntary takeover bid in the form of an exchange offer for all of the shares of Linde AG (**Linde AG**) and together with its subsidiaries (**Linde** or **Linde Group**) (the **Linde shares**) (the **Business Combination**). To date, Linde plc has not conducted any material activities other than those incidental to its formation and the matters contemplated by the business combination agreement dated June 1, 2017 and amended by Amendment No. 1 to the Business Combination Agreement dated August 10, 2017 between Praxair, Inc., Linde AG, Linde plc, Zamalight Holdco LLC, a limited liability company incorporated under the laws of Delaware (**Zamalight Holdco**) and Zamalight Subco, Inc., a corporation incorporated under the laws of Delaware (**Merger Sub**) as applicable from time to time (the **business combination agreement**).

The Combined Group

The combined group of Praxair, Linde and Linde plc (the **Combined Group**) will be established as a result of the Completion.

The proposed Business Combination will bring together two leading companies in the global industrial gases industry, leveraging the proven strengths of each. The transaction will combine Linde's long-held expertise in technology with Praxair's efficient operating model, thus creating a global leader. The Combined Group is expected to enjoy strong positions in all key geographies and end markets and will create a more diverse and balanced global portfolio.

Praxair

Praxair, Inc., a corporation under the laws of Delaware, was founded in 1907 and has been an independent listed company since 1992. Praxair is a leading industrial gas company in North and South America and one of the largest worldwide based on 2016 sales. It continues to be a major technological innovator in the industrial gases industry. Its primary products in its industrial gases business are atmospheric gases (oxygen, nitrogen, argon, rare gases) and process gases (carbon dioxide, helium, hydrogen, electronic gases, specialty gases, acetylene). Praxair serves a diverse group of industries

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including healthcare, petroleum refining, manufacturing, food, beverage carbonation, fiber-optics, steel making, aerospace, chemicals and water treatment. Praxair also designs, engineers and builds equipment that produces industrial gases primarily for internal use. Praxair's surface technologies segment supplies wear-resistant and high-temperature corrosion-resistant metallic and ceramic coatings and powders.

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Approximately 56% of the company's 2016 sales were outside of the United States. The majority of revenues and earnings are generated in 12 core geographies: United States, Canada, Mexico, Brazil, Spain, Italy, Germany / Benelux, Scandinavia, China, India, Korea and Thailand.

Praxair announced a non-binding agreement in principle to merge with Linde AG and entered into the business combination agreement with Linde AG on June 1, 2017.

Linde

Linde was founded in 1879. Linde is a gases and engineering company operating globally and, based on its 2016 revenue one of the largest worldwide. Linde offers a wide range of compressed and liquefied gases as well as chemicals and is a partner for a variety of industries. Linde gases, such as oxygen, nitrogen, hydrogen, helium and specialty gases, are used, for example, in the energy sector, steel production, chemical processing, environmental protection and welding, as well as in food processing, glass production, electronics and in the healthcare sector. Linde is also active in the sale of products in the field of medical technology, of pharmaceutical products and of other products in the healthcare area. Linde's engineering business includes the technology, engineering, procurement, project management and construction of industrial plants. Linde plants are used in a wide variety of fields such as the petrochemical and chemical industries, refineries and fertilizer plants, to recover air gases, to produce hydrogen and synthesis gases, to treat natural gas.

Linde has three main divisions, the Linde Gases Division, the Engineering Division and Other Activities. Linde's largest division, the Linde Gases Division, is active in approximately 100 countries, divided over three geographic reporting segments: EMEA (Europe, Middle East and Africa), Asia/Pacific, and the Americas. Linde's Engineering Division is active across the globe and ranks among the leading process plant contractors. Linde's Other Activities Division currently only includes the discontinued operation relating to the logistics business called Gist.

B.4 a Most significant recent trends affecting the issuer and the industry in which it operates.

As the global economy continues to expand, demand is also expected to grow for metals, refined petroleum products, chemicals, manufactured goods, and other products, which is in turn expected to increase demand for industrial gases. Additionally, future growth in the industrial gases industry is expected to also be driven by the expansion of developing economies, continued growth of the electronics industry, as well as growth of the energy sector. Specifically, the opportunity provided by the shale gas and oil

expansion in the United States is expected to continue to drive significant growth in the US Gulf Coast region. This has boosted capital investment in the region and is resulting in the expansion of petro-chemical manufacturing capacity. Finally, other major macro trends including aging population, further expansion

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of clean energy technologies, technological innovations and digitalization, are expected to have positive impacts in the long term demand for industrial and medical gases. As a result of the merger, the combined group is expected to be better positioned to capitalize on these opportunities, benefiting from a larger global footprint, wide-ranging application technologies and world class engineering expertise.

- B.5 Description of the group and the issuer's position within the group.** Linde plc is a public limited company formed under the laws of Ireland for the purpose of effecting the Business Combination. Following Completion, Linde plc will be the ultimate holding company of the Combined Group, which will operate through its subsidiaries' undertakings, Linde AG and Praxair, Inc. Linde AG and Praxair, Inc. will, following Completion, continue to be the holding companies of Linde and Praxair, respectively.
- B.6 Persons who, directly or indirectly, have a (notifiable) interest in the issuer's capital and voting rights or have control over the issuer.** As of August 8, 2017 (being the latest practicable date prior to the date of this Exchange Offer Document), Enceladus Holding Limited, a private company limited by shares formed under the laws of Ireland and having its registered address at Ten, Earlsfort Terrace, Dublin 2, Ireland (**Enceladus**), and Cumberland Corporate Services Limited, a private company limited by shares formed under the laws of Ireland and having its registered address at 6th Floor, 2 Grand Canal Square, Dublin 2, Ireland (**Cumberland**), are the only shareholders of Linde plc, each holding twelve thousand five hundred (12,500) A ordinary shares of 1.00 each in the capital of Linde plc.

As of August 8, 2017, the only beneficial owners of more than 5% of outstanding shares of Praxair, Inc. (the **Praxair shares**) were the following:

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percent of Shares Outstanding (c)
Capital World Investors, 333 S. Hope Street, Los Angeles, CA 90071, United States	25,603,518 ^(a)	9.0%
The Vanguard Group, 100 Vanguard Blvd., Malvern, PA 19355, United States	20,784,297 ^(a)	7.3%
Soroban Capital GP LLC, 444 Madison Avenue, 21st Floor, New York, NY 10022, United States	17,619,237 ^(b)	6.2%
BlackRock, Inc., 55 East 52nd Street, New York, NY 10055, United States	17,457,497 ^(a)	6.1%

(a) Holdings as of December 31, 2016 as reported in SEC Schedules 13G filed by Capital World Investors, the Vanguard Group, and Blackrock, Inc. According to its Schedule 13G, Capital World and certain of its affiliates had sole voting power, and sole dispositive power as to all of the reported shares. According to its Schedule 13G,

- Vanguard and certain of its affiliates had sole voting power as to 443,403 shares, shared voting power as to 61,299 shares, shared dispositive power as to 504,267 shares, and sole dispositive power as to 20,280,030 shares. According to its Schedule 13G, BlackRock and certain of its subsidiaries had sole voting power as to 14,843,299 shares, and sole dispositive power as to 17,457,497 shares.*
- (b) *Holdings as of April 18, 2017 as reported in SEC Schedules 13G filed by Soroban Capital GP LLC and certain of its affiliates. According to its Schedule 13G, Soroban Capital GP LLC and certain of its affiliates had shared voting power and shared dispositive power as to 17,619,237 shares.*
- (c) *Based on 286,065,119 total shares outstanding on August 8, 2017 excluding shares held for the account of Praxair, Inc.*

The following table sets forth the beneficial ownership of voting rights for Linde shares under Sections 21 *et seq.* and 25 of the German Securities Trading Act.
The following

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information is based on the information published by Linde on the website <http://www.the-linde-group.com/de> under the section *Investor Relations/Linde Shares /Voting Rights Notifications* as of August 8, 2017 as the last practical date prior to the publication of this Exchange Offer Document:

Name and Address of Direct/Indirect Beneficial Owner	Number of voting rights attached to shares and through	Percentage of instruments issued shares
Significant Shareholders:		
BlackRock, Inc., 55 East 52nd Street, New York, NY 10055, United States	9,972,779	5.37%
Eric Mandelblatt, Soroban Capital GP LLC, 444 Madison Avenue, New York, NY 10022, United States	9,901,789	5.33%
Norges Bank, Ministry of Finance of Norway on behalf of the State of Norway, Bankplassen 2, P.O. Box 1179 Sentrum, NO 0107, Oslo, Norway	9,546,648	5.14%
Massachusetts Financial Services Company (MFS), 111 Huntington Avenue, Boston, Massachusetts, 02116, United States	9,240,255	4.98%
Dodge & Cox, 555 California Street, 40th Floor, San Francisco, California, CA 94104, United States	5,623,837	3.03%

B.7 Selected key historical financial information.**Linde plc**

The following table sets forth selected historical consolidated financial information for Linde plc as of the end of and for the periods indicated and presented in accordance with IFRS based on the audited consolidated financial statements of Zamalight plc (subsequently renamed Linde plc) as of April 18, 2017 and June 30, 2017 as well as for the period ended June 30, 2017:

From the Consolidated Statements of Income and Equity

	April 19, 2017 - June 30, 2017
Other expenses	(411,895)
Operating loss	(411,895)
Net finance costs	

Loss before tax	(411,895)
Income tax	
Loss for the period	(411,895)
Other comprehensive income	
Other comprehensive income for the period, net of tax	
Total comprehensive loss for the period	(411,895)
Loss per share basic and diluted	16.48

From the Consolidated Statements of Financial Position

In	June 30, 2017	April 18, 2017 (date of incorporation)
<u>Assets</u>		
Current assets		
Other receivables	50,000	50,000
Other assets	7,604,800	
Total assets	7,654,800	50,000
<u>Shareholder s equity and liabilities</u>		
Current liabilities		
Accrued liabilities	411,895	
Other payables	7,604,800	
Total shareholder s equity	8,016,695	

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In	June 30, 2017	April 18, 2017 (date of incorporation)
Capital and reserves		
Share capital (Common stock 1.00 par value, authorized and issued shares - 25,000 shares)	25,000	25,000
Share premium	25,000	25,000
Retained loss	(411,895)	
Total equity	(361,895)	
Equity and liabilities	7,654,800	50,000

To date, Linde plc has not conducted any material activities other than those in connection with its formation and as contemplated in the business combination agreement. On May 26, 2017, Linde plc formed Zamalight Holdco, a Delaware limited liability company. On July 26, 2017, Linde plc formed Linde Holding GmbH, a German limited liability company (*GmbH*) (**Linde Holding GmbH**), which on July 28, 2017, in turn formed Linde Intermediate Holding AG, a German stock corporation (*AG*) (**Linde Intermediate Holding AG**), to consummate the settlement of the exchange offer and the subsequent reorganization of Linde.

Praxair

The following table sets forth selected historical consolidated financial information for Praxair as of the end of and for the periods indicated and presented in accordance with U.S. GAAP. This, if presented as unaudited, is either (i) derived from the audited consolidated financial statements of Praxair, or (ii) taken or derived from the unaudited consolidated financial statements, the accounting records or management reporting, of Praxair or (iii) taken or derived from the accounting records or our management reporting of Praxair. Historical operating results are not necessarily indicative of the results of operations for any future period.

From the Consolidated Statements of Income and Equity

\$ in million (except per share data)	Six Months Ended June 30,				
	2017^(a)	2016^(a)	2016^(b)	2015^(b)	2014^(b)
	(unaudited)			(audited)*	
Sales	\$ 5,562	\$ 5,174	\$ 10,534	\$ 10,776	\$ 12,273
Cost of sales, exclusive of depreciation and amortization	3,143	2,849	5,860	5,960	6,962
Selling, general and administrative	587	582	1,145	1,152	1,308
Depreciation and amortization	579	553	1,122	1,106	1,170
Research and development	46	47	92	93	96
Cost reduction program and other charges net	21		100	172	138
Other income (expenses) net		(1)	23	28	9
Operating profit	1,186	1,142	2,238	2,321	2,608
Interest expense net	79	109	190	161	213
Income before income taxes and equity investments	1,107	1,033	2,048	2,160	2,395
Income taxes	306	279	551	612	691
Income before equity investments	801	754	1,497	1,548	1,704
Income from equity investments	23	21	41	43	42
Net income (including noncontrolling interests)	824	775	1,538	1,591	1,746
Noncontrolling interests	(29)	(20)	(38)	(44)	(52)
Net income Praxair, Inc.	\$ 795	\$ 755	\$ 1,500	\$ 1,547	\$ 1,694
Per Share Data Praxair, Inc. Shareholders					
Basic earnings per share	\$ 2.78	\$ 2.64	\$ 5.25	\$ 5.39	\$ 5.79

Table of Contents**From the Consolidated Statements of Income and Equity**

\$ in million (except per share data)	Six Months Ended June 30,				
	2017 (a)	2016 (a)	2016(b)	2015(b)	2014(b)
Diluted earnings per share	\$ 2.76	\$ 2.63	\$ 5.21	\$ 5.35	\$ 5.73
Cash dividends per share	\$ 1.575	\$ 1.50	\$ 3.00	\$ 2.86	\$ 2.60
Weighted average shares outstanding (000 s)					
Basic shares outstanding	285,799	285,566	285,677	287,005	292,494
Diluted shares outstanding	288,067	287,426	287,757	289,055	295,608

* Derived from Praxair, Inc.'s audited consolidated financial statements.

Balance Sheet and Other Information and Ratios

\$ in million	June 30, 2017**	December 31, 2016*	December 31, 2015*	December 31, 2014*
Total assets	\$ 19,965	\$ 19,332	\$ 18,319	\$ 19,769
Total debt	\$ 9,367	\$ 9,515	\$ 9,231	\$ 9,225
Number of shares outstanding (000 s)	286,024	284,901	284,879	289,262
Number of employees	26,487	26,498	26,657	27,780

* Derived from Praxair, Inc.'s audited consolidated financial statements.

** Unaudited.

\$ in million	Six Months Ended June 30,				
	2017	2016	2016	2015	2014
		(unaudited)	(audited, unless otherwise indicated)*		
Cash flow from operations	\$ 1,411	\$ 1,259	\$ 2,773	\$ 2,695	\$ 2,887
Net cash used for investing activities	\$ (637)	\$ (997)	\$ (1,770)	\$ (1,303)	\$ (1,803)
Net cash (used for) provided by financing activities	\$ (780)	\$ 130	\$ (643)	\$ (1,310)	\$ (1,027)
Capital expenditures	\$ 652	\$ 680	\$ 1,465	\$ 1,541	\$ 1,689
Acquisitions, net of cash acquired	\$ 2	\$ 325	\$ 363	\$ 82	\$ 206
EBITDA ^(c)	\$ 1,788	\$ 1,716	\$ 3,401	\$ 3,470	\$ 3,820
Adjusted EBITDA ^(c)	\$ 1,809	\$ 1,716	\$ 3,501	\$ 3,642	\$ 3,958

* Derived from Praxair, Inc.'s audited consolidated financial statements.

- (a) Amounts for the six months ended June 30, 2017 include \$21 million (\$21 million after-tax or \$0.07 per diluted share) of transaction costs related to the potential business combination and amounts for the six months ended June 30, 2016 include \$16 million (\$10 million after-tax or \$0.04 per diluted share) for a bond redemption charge.
- (b) Amounts for 2016 include: (i) a \$16 million charge to interest expense (\$10 million after-tax, or \$0.04 per diluted share) related to the redemption of the \$325 million 5.20% notes due 2017, (ii) a pre-tax pension settlement charge of \$4 million (\$3 million after-tax, or \$0.01 per diluted share) related to lump sum benefit payments made from the U.S. supplemental pension plan, and (iii) pre-tax charges of \$96 million (\$63 million after-tax and

non-controlling interests, or \$0.22 per diluted share) primarily related to cost reduction actions. Amounts for 2015 include: (i) a pre-tax charge of \$165 million (\$125 million after-tax, or \$0.43 per diluted share) related to the cost reduction program and other charges; and (ii) a pre-tax charge of \$7 million (\$5 million after-tax, or \$0.02 per diluted share) related to a pension settlement.

Amounts for 2014 include: (i) a pre-tax charge of \$131 million (\$131 million after-tax, or \$0.45 per diluted share) related to the Venezuela currency devaluation, (ii) a pre-tax charge of \$7 million (\$5 million after-tax, or \$0.02 per diluted share) related to pension settlements; and (iii) a pre-tax charge of \$36 million (\$22 million after-tax, or \$0.07 per diluted share) related to a bond redemption.

- (c) Unaudited. Non-GAAP performance measures. EBITDA and Adjusted EBITDA are used by investors, financial analysts and management to assess a company's profitability. The following table presents the reconciliation from GAAP measures for the periods indicated:

EBITDA and Adjusted EBITDA \$ in million	Six Months Ended June 30,				
	2017	2016	2016	2015	2014
	(unaudited)		(audited, unless otherwise indicated)		
Net income - Praxair, Inc.	\$ 795	\$ 755	\$ 1,500	\$ 1,547	\$ 1,694
Add: noncontrolling interests	29	20	38	44	52
Add: interest expense - net	79	109	190	161	213
Add: income taxes	306	279	551	612	691
Add: depreciation and amortization	579	553	1,122	1,106	1,170
EBITDA (unaudited)	\$ 1,788	\$ 1,716	\$ 3,401	\$ 3,470	\$ 3,820

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EBITDA and Adjusted EBITDA \$ in million	Six Months Ended June 30,				
	2017	2016	2016	2015	2014
Add: Cost reduction program charges and other net (pre-tax)	21		100	172	138
Adjusted EBITDA (unaudited)	\$ 1,809	\$ 1,716	\$ 3,501	\$ 3,642	\$ 3,958

Developments Since June 30, 2017

Since June 30, 2017 until the date of the publication of this Exchange Offer Document, no events have occurred that had a material effect on the assets, financial position or results of Praxair.

Six Months Ended June 30, 2017 and 2016

In the six months ended June 30, 2017, Praxair's sales were \$5,562 million, 7% above the prior-year period driven by 3% volume growth in North America, Europe and Asia partially offset by lower volumes in South America. Higher overall pricing, primarily in North America and Europe, contributed 1% to sales. Acquisitions, largely in Europe, added an incremental 1% to sales. Higher cost passthrough, primarily higher natural gas prices passed through to hydrogen customers, increased sales by 2% with minimal impact on operating profit. Reported operating profit for the six months ended June 30, 2017 of \$1,186 million, 21.3% of sales, was 4% above \$1,142 million in the prior-year period. Operating profit included transaction costs of \$21 million related to the potential business combination with Linde. Excluding these costs, adjusted operating profit was \$1,207 million, 21.7% of sales and 6% above the 2016 period driven by higher volumes and price. Diluted earnings per share (EPS) was \$2.76, 5% above reported EPS of \$2.63 in the six months ended June 30, 2016.

Fiscal Years 2016 and 2015

Praxair delivered solid results for the full year of 2016 despite continued challenging global macro-economic trends and foreign currency headwinds. Volume growth from food and beverage and healthcare end-markets and new project start-ups largely in Asia, Europe and South America was offset by weaker volumes in North and South America, primarily manufacturing and up-stream energy end-markets. Excluding foreign currency headwinds, sales growth came from higher overall pricing and acquisitions. Operating cash flow was 3% higher than 2015 despite lower net income from currency and base volume headwinds.

Sales of \$10,534 million were 2% below 2015 sales of \$10,776 million. Excluding negative currency impacts which reduced sales by 3%, and lower cost pass-through, sales were 2% above the prior year due to growth from positive price, new project start-ups and acquisitions. These increases were partially offset by lower base volumes primarily in North America due to weaker upstream energy and

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manufacturing end-markets.

Reported operating profit of \$2,238 million was 4% below 2015. Benefits from project start-ups, acquisitions net of divestitures, higher price, and cost reduction programs were more than offset by the impact of lower base volumes.

Reported net income Praxair, Inc. of \$1,500 million and diluted earnings per share of \$5.21 decreased from \$1,547 million and \$5.35, respectively, in 2015.

Cash flow from operations was a strong \$2,773 million, 26% of sales. Capital expenditures were \$1,465 million and acquisitions, net of cash acquired were \$363 million primarily for investments in growth and density; dividends paid were \$856 million; and net common stock purchases were \$89 million.

Fiscal Years 2015 and 2014

Praxair's results in 2015 were challenged by significant foreign currency headwinds due to a strengthening U.S. Dollar and slowing global growth. Despite the difficult macro-economic environment, the company delivered volume growth from new project start-ups in Asia, Europe and North America, which was more than offset by lower base business volumes, primarily in North and South America due to weaker industrial activity. In addition, higher overall pricing and acquisitions contributed to year-over-year growth. Strong cost control and productivity savings were instrumental in offsetting the impact of weaker volumes on earnings.

Sales of \$10,776 million were 12% below 2014 sales of \$12,273 million. Excluding negative currency impacts which reduced sales by 10%, and lower cost pass-through, sales were comparable with the prior year.

Reported operating profit of \$2,321 million was 11% below 2014. Currency effects and higher cost reduction program and other charges reduced operating profit 12% year over year. Higher pricing, productivity and cost reduction offset the impact of lower volumes.

Reported net income Praxair, Inc. of \$1,547 million and diluted earnings per share of \$5.35 decreased from \$1,694 million and \$5.73, respectively, in 2014. Earnings per share fell less than net income due to lower shares outstanding as a result of net share repurchases during the year.

Cash flow from operations was a strong \$2,695 million, 25% of sales. Capital expenditures were \$1,541 million, primarily for investments in

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growth and density; dividends were \$819 million; and net common stock purchases were \$637 million.

Linde

The following tables set forth selected historical consolidated financial information for Linde as of the end of and for the periods indicated, presented in accordance with IFRS as adopted by the EU. This, if presented as audited, is taken from the audited consolidated financial statements of Linde and, if presented as unaudited, is either (i) derived from the audited consolidated financial statements of Linde, or (ii) taken or derived from the unaudited consolidated financial statements, the accounting records or management reporting, of Linde or (iii) taken or derived from the accounting records or our management reporting of Linde. Historical operating results are not necessarily indicative of the results of operations for any future period. Please note the historical consolidated financial information as of and for the financial years ended December 31, 2015 and 2014 still reflects the Gist business (Gist logistics) which was reported as non-current assets held for sale (IFRS 5) since the financial year ended December 31, 2016. To improve comparability the historical consolidated financial information as of and for the financial years ended December 31, 2015 presented below are based on the adjusted comparable figure contained in the audited consolidated financial statements of Linde for the financial year 2016 (i.e., excluding the Gist business (Gist logistics)). In contrast the historical consolidated financial information as of and for the financial years ended December 31, 2014 contains the Gist business (Gist logistics) unless otherwise indicated.

Selected Statement of Profit or Loss Data

in million (except where indicated otherwise)	Six Months				
	Ended June 30,		2016	2015	2014
	2017	2016			
Revenue	8,653	8,264	16,948	17,345	17,047
Cost of sales	5,705	5,229	10,847	11,166	11,297
Gross profit	2,948	3,035	6,101	6,179	5,750
Marketing and selling expenses	1,239	1,158	2,387	2,546	2,476

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Research and development costs	53	59	121	131	106
Administration expenses	826	835	1,720	1,653	1,488
Other operating income	281	240	467	419	486
Other operating expenses	112	146	278	251	303
Share of profit or loss from associates and joint ventures (at equity)	8	8	13	12	22
Net profit on operating activities continuing operations	1,007	1,085	2,075	2,029	1,885
Financial income	23	12	29	42	50
Financial expenses	167	195	353	439	415
Profit before tax continuing operations	863	902	1,751	1,632	1,520
Income tax expense	207	222	424	396	358
Profit for the period from continuing operations	656	680	1,327	1,236	
Profit for the period from discontinued operations	13	7	(52)	16	
Profit for the period	669	687	1,275	1,252	1,162
Earnings per share in continuing operations undiluted	3.17	3.37	6.50	6.10	
Earnings per share in continuing operations diluted	3.17	3.36	6.48	6.09	
Earnings/(losses) per share in discontinued operations undiluted	0.07	0.03	(0.28)	0.09	
Earnings/(losses) per share in discontinued operations diluted	0.07	0.04	(0.28)	0.09	

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in million (except where indicated otherwise)		Six Months Ended June 30,				
		2017	2016	2016	2015	2014
Earnings per share in	undiluted	3.24	3.40	6.22	6.19	5.94
Earnings per share in	diluted	3.24	3.40	6.20	6.18	5.91

Other Information and Ratios

in million (except where indicated otherwise)	June 30,	December 31,	December 31,	December 31,
	2017 (unaudited)	2016	2015 (audited)	2014
Total assets	34,073	35,189	35,347	34,425
Total liabilities	19,495	19,709	19,898	20,158
Total equity	14,578	15,480	15,449	14,267
Capital subscribed	475	475	475	475
Number of shares outstanding (in thousands)	185,638	185,638	185,638	185,638

		Six Months Ended June 30,				
		2017 (unaudited)	2016	2016	2015 (audited)	2014
Cash flow from operating activities	continuing operations	1,317	1,604	3,400	3,583	
Cash flow from operating activities	discontinued operations	8	30	40	10	
Cash flow from operating activities		1,325	1,634	3,440	3,593	3,001
Cash flow from investing activities	continuing operations	(856)	(1,924)	(1,472)	(1,780)	
Cash flow from investing activities	discontinued operations	(11)	(12)	(19)	(15)	
Cash flow from investing activities		(867)	(1,936)	(1,491)	(1,795)	(2,063)
Cash flow from financing activities	continuing operations	(398)	330	(1,896)	(1,523)	
Cash flow from financing activities	discontinued operations	3	(17)	(21)	4	
Cash flow from financing activities		(395)	313	(1,917)	(1,519)	(1,002)

		Six Months Ended June 30,				
		2017	2016	2016 (unaudited)	2015	2014
Capital expenditure ⁽¹⁾	continuing operations (excluding investments in financial assets)	686	674	1,712	1,916	1,941*
Capital expenditure ⁽¹⁾	continuing operations	740	856	2,004	2,036	2,036*
Weighted average number of shares outstanding (in thousands)	undiluted	185,638	185,634	185,636	185,638	185,635
		185,638	186,136	185,996	186,055	185,365

Weighted average number of shares outstanding (in thousands) diluted

Dividends per share in				3.70	3.45	3.15
Segment group operating profit ⁽³⁾ continuing operations	2,123	2,036	4,098	4,087	3,859*	
Return on capital employed in % ⁽⁴⁾ continuing operations	8.8	8.9	8.9	8.7	8.3*	
Return on capital employed (before special items) in % ⁽⁴⁾ continuing operations	9.8	9.3	9.4	9.5	9.6*	
Order intake (Engineering Division) ⁽⁵⁾	1,170	718	2,257	2,494	3,206	
Order backlog (Engineering Division) ⁽⁶⁾	4,223	4,386	4,386	4,541	4,672	

* Historical financial information of Linde for the financial year 2014 based on IFRS as adopted by the EU contains the Gist business (*Gist logistics*) whereas such business presented as held for sale in the financial years 2015 and 2016. To improve comparability financial information identified by * has been adjusted to exclude the Gist business (*Gist logistics*) for 2014.

- (1) Capital expenditure (excluding investments in financial assets) is derived from the corresponding line item within Linde's segment information not taking into account the amount of discontinued operations. The difference between capital expenditure (excluding investments in financial assets) and Payments for tangible and intangible assets and plants held under finance leases in accordance with IFRIC 4/ IAS 17 in Linde's cash flow statement mainly relates to timing differences between the dates of asset capitalization and cash payments. Capital expenditure (continuing operations) includes investments in financial assets.
- (2) The following table presents the reconciliation from segment operating profit to Linde's Segment group operating profit from continuing operations for the periods presented:

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In million	Six Months Ended				
	June 30,		2016 (audited, unless otherwise indicated)	2015	2014
	2017	2016			
	(unaudited)				
Profit of the period from continuing operations	656	680	1,327	1,236	1,139*
Income tax expense	207	222	424	396	353*
Net financial result	(144)	(183)	(324)	(397)	(365)*
Net profit on operating activities from continuing operations	1,007	1,085	2,075	2,029	1,857*
Amortization of intangible assets/Depreciation of tangible assets	955	912	1,897	1,866	1,707*
Special items	161	39	126*	192*	295*
Thereof restructuring expenses	114	30	106*	162*	52*
Thereof impairment of assets and other structural and consulting costs	20	9	10	30	243*
Thereof merger costs	27		10		
Segment group operating profit from continuing operations	2,123	2,036	4,098	4,087	3,859
Thereof EMEA	924	928	1,807	1,790	1,778
Thereof Asia/Pacific	615	513	1,084	1,063	1,010
Thereof Americas	627	652	1,319	1,298	1,047
Thereof Engineering Division	97	89	196	216	300
Thereof elimination and other items ^(a)	(140)	(146)	(308)	(280)	(276)

* Unaudited.

- (a) Historical financial information of Linde for the financial year 2014 based on IFRS as adopted in the EU contains the Gist business (*Gist logistics*) whereas such business presented as held for sale in the financial years 2015 and 2016. To improve comparability financial information identified by * has been adjusted to exclude the Gist business (*Gist logistics*) for 2014.
- (b) Elimination and other items include consolidation effects and corporate activities.

(3) The following table presents the components of return on capital employed for the Linde group:

in million	Six Months Ended				
	June 30,		2016 (audited, unless otherwise indicated)	2015	2014 ^(a)
	2017	2016			
	(unaudited)				
Net profit on operating activities from continuing operations	1,007	1,085	2,075	2,029	1,857
Special items	161	39	126*	192*	295
Return before special items	1,168	1,124	2,201	2,221	2,152

	As of June 30,		As of December 31,		
	2017	2016	2016	2015	2014 ^(a)
	(unaudited)		(audited, unless otherwise indicated) (unaudited)		
Equity including non-controlling interests (as reported)	14,578	14,380	15,480	15,449	14,267
Plus: Financial debt	8,926	10,493	8,528	9,483	9,856
Plus: Liabilities from finance leases	61	70	74	78	74
Less: Receivables from finance leases	183	235	214	269	298
Less: Cash, cash equivalents and securities	1,808	2,867	1,594	1,838	1,658
Plus: Net pension obligations	1,362	1,562	1,449	950	1,094
Capital employed (as reported)	22,936	23,403	23,723	23,853	23,335
Less: Adjustment for discontinued operations ^(b)	408	492	399	559	509
Capital employed continuing operations	22,528	22,911	23,324	23,294	22,826
Plus: Special items (after taxes)	119	31	95*	139*	270
Capital employed continuing operations (before special items)	22,647	22,942	23,419	23,433	23,096
Return on capital employed from continuing operations in %^(c)	8.8	8.9	8.9	8.7	8.3
Return on capital employed from continuing operations (before special items) in %^(a)	9.8	9.3	9.4	9.5	9.6

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- * Unaudited.
- (a) Historical financial information of Linde for the financial year 2014 based on IFRS as adopted by the EU contains the Gist business (*Gist logistics*) whereas such business presented as held for sale in the financial years 2015 and 2016. To improve comparability financial information identified by * has been adjusted to exclude the Gist business (*Gist logistics*) for 2014.
- (b) For consistency purposes the amount of capital employed has been also adjusted by the discontinued operation when calculating the return on capital employed and return on capital employed (before special items). The line item *Less: Adjustments for discontinued operations* contains the capital employed related balance sheet positions of the discontinued operation.
- (c) Return on capital employed is calculated as return of the current year divided by the average of the capital employed as of December 31 of the current year and December 31 of the prior year. For the twelve months ended June 30, 2017, return on capital employed is calculated as return of the last twelve months divided by the average capital employed as of June 30, 2017 (22,720 million and 22,795 million before special items) and June 30, 2016 (23,422 million and 23,490 million before special items).
- (4) Order intake (Engineering Division) is defined as the value of customer orders received during the reporting period.
- (5) Order backlog (Engineering Division) is defined as the sum of values of order intakes from previous periods plus the values of order intakes from the reporting period, less value of sales realized as well as contract changes occurring until the reporting date.

Developments Since June 30, 2017

Since June 30, 2017 until the date of the publication of this Exchange Offer Document, no events have occurred that had a material effect on the assets, financial position or results of Linde.

Six Months Ended June 30, 2017 and 2016

In the six months ended June 30, 2017, the revenue of The Linde Group amounted to 8,653 million, a 4.7%, or 389 million, increase compared to the six months ended June 30, 2016 (8,264 million). This development was mainly driven by similar effects as described above. Without exchange rate effects, Group revenue would have been 2.8% higher than in the six months ended June 30, 2016. In the six months ended June 30, 2017,

cost of sales increased by 9.1%, or 476 million, to 5,705 million (six months ended June 30, 2016: 5,229 million), mainly due to increasing material costs for the execution of projects in the Engineering Division based on the higher revenue contribution of the Division. In the Gases Division, higher costs for natural gas and energy led to this development. Restructuring costs recognized in cost of sales increased to 26 million in the six months ended June 30, 2017 mainly related to redundancy payments and consultancy costs (six months ended June 30, 2016: nil). In the six months ended June 30, 2017, the marketing and selling expenses increased by 7.0%, or 81 million, to 1,239 million (six months ended June 30, 2016: 1,158 million). This was mainly due to higher restructuring costs and freight costs. Restructuring costs recognized in marketing and selling expenses increased to 38 million in the six months ended June 30, 2017, mainly related to redundancy payments and consultancy costs (six months ended June 30, 2016: nil).

Net profit on operating activities decreased for the six months ended June 30, 2017 by 7.2%, or 78 million, to 1,007 million (six months ended June 30, 2016: 1,085 million), mainly due to the above mentioned increase in special items of 122 million to 161 million (six months

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ended June 30 2016: 39 million), partially compensated by the gain from the disposal of a Chinese subsidiary.

Fiscal Years 2016 and 2015

In 2016, the revenue of The Linde Group came to 16,948 million, a 2.3%, or 397 million, decrease compared to the prior year (2015: 17,345 million). This development was mainly driven by negative exchange rate effects, in particular the exchange rates of certain currencies (the British pound, the Chinese renminbi and the South African Rand) to the euro. Without these exchange rate effects, Group revenue was 0.2% higher than in 2015. In addition, the Engineering Division contributed less to revenue in 2016 than in 2015. The cost of sales decreased by 2.9%, or 319 million, to 10,847 million for 2016 (2015: 11,166 million) and therefore decreased at a faster rate than revenue. This is mainly due to the fact that the Engineering Division reported lower revenue than in the previous year. Margins in the Engineering Division are lower than in the Linde Gases Division. Therefore, a lower contribution to revenue in the Engineering Division has a stronger impact on cost of sales. In addition, efficiency gains driven by lower personnel costs due to Linde's efficiency programs also contributed to the decrease in cost of sales in 2016. Moreover, restructuring costs recognized in costs of sales decreased to 27 million in 2016 (2015: 35 million).

Marketing and selling expenses decreased by 159 million, or 6.2%, to 2,387 million for 2016 (2015: 2,546 million). This decrease mainly related to lower energy costs for distribution and freight as well as lower personnel expenses (largely due to personnel reductions relating to Linde's efficiency programs). Also, restructuring costs recognized in marketing and selling costs decreased to 8 million in 2016 (2015: 46 million). Net profit on operating activities from continuing operations in 2016 came to 2,075 million, which was 2.3%, or 46 million, higher than the amount for the previous year of 2,029 million. Reduced restructuring costs of 116 million (2015: 192 million) incurred during 2016, mainly related to the LIFT program launched in 2016 and the Customer Focus Initiative (introduced in 2015) recognized in the various cost items above, are included herein.

Fiscal Years 2015 and 2014

Linde achieved a 1.7% increase in Group revenue in 2015 to 17,345 million (2014: 17,047 million). However, revenue in 2014 still included Linde's Gist operations which were no longer reflected in the financial information 2015. When excluding revenue from these operations in 2014, based on revenue of 16,482 million in 2014, Linde achieved a 5.2% increase in Group revenue in 2015. In particular, the exchange rates of certain currencies (the U.S. dollar, the British pound and the Chinese renminbi) to the euro moved significantly, especially in the first six months of the year.

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Without these exchange rate effects, Group revenue would have been 2.3% lower than in 2014 mainly due to the low price of oil and the resulting faltering demand in plant construction, which led to a revenue decline from long-term construction contracts in the Engineering Division. Certain mitigating effects resulted from a strong increase of revenue from the sale of gas products, mainly related to Linde's healthcare, electronic and specialty gases businesses as well as acquisitions (acquisition effect of \$117 million).

Linde's cost of sales decreased by 1.2% to \$11,166 million in 2015 (2014: \$11,297 million). However, when excluding cost of sales attributable to Gist, cost of sales increased by 2.1% from \$10,932 million in 2014. In particular, reduced special items recognized in cost of sales of \$35 million (2014: \$223 million) helped to offset the cost increase resulting from the increase in revenue. Cost of sales for 2014 was adversely affected by impairment losses (recognized in special items) of \$207 million, mainly recognized in Chongqing, China (related to a plant complex) and in Brazil (mainly related to a distribution network).

The Linde Group's marketing and selling expenses increased by 2.8% to \$2,546 million in 2015 (2014: \$2,467 million). Excluding marketing and selling expenses related to Gist, Linde's marketing and selling expenses increased by 10.1% in 2015 from \$2,312 million in 2014. This increase mainly related to higher external freight costs, higher personnel expenses and an increase in impairments of trade receivables, which mainly related to the Lincare business in the United States. Also, increased restructuring costs shown in marketing and selling expenses of \$44 million (2014: \$39 million) contributed to the overall increase.

Net profit on operating activities in 2015 increased by \$144 million, or 7.6%, to \$2,029 million (2014: \$1,885 million). Based on Linde's net profit on operating activities in 2014 of \$1,857 million excluding Gist, net

profit on operating activities increased even stronger by 172 million, or 9.3%, mainly due to a reduction of impairment losses from 234 million in 2014 to 11 million in 2015. A counter effect resulted from increased restructuring costs of 192 million identified as special items mainly related to the Customer Focus Initiative (2014: 66 million).

B.8 Selected key pro forma financial information.

Linde plc would have accounted for the transactions as a business combination between Praxair and Linde using the acquisition method of accounting under U.S. GAAP, with Praxair as the accounting acquirer and the cost of the acquisition based on the market value of Linde plc shares issued to holders of Linde shares upon completion of the business combination. Under the acquisition method of accounting, Linde's assets and liabilities would have been recorded at fair value at the date of the completion of the business combination and combined with the historical carrying amounts of the assets and liabilities of Praxair.

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The estimated fair value of the equity to be issued would have been represented by the market price of Praxair common shares. The total purchase consideration to be received by Linde shareholders would have been based on the fair value of the equity deemed to be issued at the consummation of the business combination. The excess of the purchase price over the fair value of Linde's net assets would have been recorded as goodwill.

Based on the adjustments described above, regarding Linde plc's pro forma assets, particularly property, plant and equipment net, goodwill and other intangible assets net would have increased compared to a combination of the assets and liabilities of Praxair and Linde; regarding Linde plc's pro forma liabilities, particularly deferred credits, common stock and additional paid-in capital as well as accumulated other comprehensive income would have increased, while retained earnings would have decreased.

Regarding Linde plc's pro forma earnings, compared to a combination of Praxair and Linde, adjustments would have increased depreciation and amortization resulting in a lower operating profit. A decreased interest expense net would have partly offset the adjustment to income from continuing operations before income taxes and equity investments. Furthermore, adjustments would have resulted in lower income taxes which would have further offset the negative effect of higher depreciation and amortization on net income from continuing operations.

B.9 Profit forecast and estimate.

Not applicable. No profit forecast or profit estimate is being presented by Linde plc.

B.10 Qualifications in the audit report on the historical financial information.**Linde plc**

Not applicable. The auditor's reports on the historical financial information included in this prospectus have been issued without qualification.

Praxair

Not applicable. The auditor's reports on the historical financial information included in this prospectus have been issued without qualification.

Linde

Not applicable. The auditor's reports on the historical financial information included in this prospectus have been issued without qualification.

B.11 Insufficiency of the issuer's working capital for its present requirements.

Not applicable. Linde plc is of the opinion that it is in a position to meet the payment obligations that become due within at least the next twelve months.

C Securities.

C.1 Type and class of the securities being offered and admitted to trading.

The shares which will be exchanged for Linde shares in the exchange offer are ordinary shares without par value of Linde plc, nominal value 0.001 per share.

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Security identification number.	ISIN/WKN/Ticker Symbol for the Linde plc Shares: International Securities Identification Number (ISIN): IE00BZ12WP82 German Securities Identification Number (<i>Wertpapierkennnummer</i> , WKN): A2D SYC Ticker Symbol: LIN (upon completion of the exchange offer)
C.2 Currency.	The currency of the Linde plc Shares is euro (€).
C.3 The number of shares issued and fully paid and the par value per share.	At the time of the publication of this Offer Prospectus, 25,000 A ordinary shares of nominal value of € 1.00 each are issued and fully paid up.
C.4 A description of the rights attached to the securities.	The rights and responsibilities of the shareholders of Linde plc will be governed by Irish law and the Linde plc constitution, which will differ in some respects from the rights and responsibilities of shareholders under German or Delaware law and the current organizational documents of Praxair, Inc. and Linde AG.

The holders of Linde plc shares are entitled to one vote for each share upon all matters presented to the Linde plc shareholders. Subject to any preferences granted to other classes of Linde plc securities that may be outstanding in the future (including any preferred shares), there are no voting right restrictions or preferences with respect to shareholders of Linde plc.

The Linde plc shares to be issued to Praxair shareholders in replacement of their Praxair shares that will be cancelled in the merger, and which will be issued to Linde shareholders in exchange for their Linde shares in the exchange offer, will carry full dividend rights following their issuance. The holders of Linde plc shares are entitled to receive such dividends as the Linde plc board of directors from time to time may declare out of funds legally available. Entitlement to dividends is subject to the preferences granted to other classes of securities Linde plc may have outstanding in the future, including any preferred shares, and may be restricted by the terms of Linde plc's future debt instruments. In the event of liquidation of Linde plc, holders of Linde plc shares are entitled to share in any assets of Linde plc remaining after satisfaction in full of its liabilities and satisfaction of such dividend and liquidation preferences

of holders of other classes of securities of Linde plc, including any preferred shares.

C.5 A description of any restrictions on the free transferability of the securities.

Linde plc Shares are freely transferable in accordance with the legal requirements for registered shares, subject to the board of director's right to refuse to register a transfer in the share register under the following circumstances:

the instrument of transfer is not duly stamped, if required, and lodged, accompanied by the certificate (if any) for the shares to which it relates and such other evidence as the Linde plc board of directors may reasonably require to show the right of the transferor to make the transfer; the instrument of transfer is in respect of more than one class of share;

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the instrument of transfer is in favor of more than four persons jointly;

the Linde plc board of directors is not satisfied that all applicable consents, authorizations, permissions or approvals of any governmental body or agency in Ireland or any other applicable jurisdiction required to be obtained under relevant law prior to such transfer have been obtained; or

the Linde plc board of directors is not satisfied that the transfer would not violate the terms of any agreement to which Linde plc (or any of its subsidiaries) and the transferor are party or subject.

A transfer of Linde plc shares from a seller having beneficial ownership of such shares to a purchaser acquiring beneficial ownership of such will not be registered in the share register.

There are no other prohibitions or restrictions on disposals with respect to the transferability of Linde plc Shares.

C.6 Application for admission to trading on a regulated market and identity of regulated markets where the securities are to be traded.

Prior to the time of delivery of the Linde plc shares pursuant to the exchange offer and the merger, Linde plc will apply to admit its shares to listing and trading on the NYSE (trading in U.S. dollars), subject to official notice of issuance, and will apply to admit its shares to listing and trading on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange and the sub-segment thereof with additional post-admission obligations (*Prime Standard*) (trading in euros).

C.7 Dividend policy.

The dividend policy for the combined group will be determined following completion of the business combination. The Linde plc constitution authorizes the directors to declare dividends out of funds lawfully available for the purpose without shareholder approval. The board of directors may also recommend a dividend to be approved and declared by the Linde plc shareholders at a general meeting. Any dividend paid or changes to dividend policy are within the discretion of the board of directors and will depend upon many factors, including distributions of earnings to Linde plc

by its subsidiaries, the financial condition and results of operations of the combined group, legal requirements, including limitations imposed by Irish law, terms of any outstanding shares of preferred stock, restrictions in any debt agreements that limit its ability to pay dividends to shareholders, restrictions in any series of preferred stock and other factors the board of directors deems relevant. Linde plc currently expects to pay dividends subject to its ability to do so.

Linde plc has not yet any intention whether Linde plc will pay annual dividends (as Linde currently does) or quarterly dividends (as Praxair currently does) following the Completion of the Business Combination. However, it is most probable that Linde plc will pay quarterly dividends to its shareholders, as is common practice of companies with a listing on the NYSE subject to any restrictions under Irish law.

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The key risks discussed below only indicate key information regarding certain key risks as required by Commission Regulation (EC) No 809/2004. They are not exhaustive and are based on certain assumptions made by Linde plc, Praxair and Linde, which later may prove to be incorrect or incomplete. The risks discussed below are not the only risks to which each of Linde plc, Praxair or Linde is exposed. Actual results could differ materially from those expressed in any forward-looking statement. The order in which the risk factors are presented does not reflect the likelihood of their occurrence or the magnitude or significance of the individual risks. Additional risks and uncertainties of which Linde plc, Praxair and Linde are not currently aware or which Linde plc, Praxair and Linde do not consider key risks at present could likewise have a material adverse effect on Linde plc's, Praxair's and Linde's business and cash flows, financial condition and results of operations. The market price of the Praxair shares, Linde shares or Linde plc shares could fall if any of these key risks were to materialize, in which case the respective shareholders could lose all or part of their investment.

D.1 Key information on the key risks that are specific to the issuer or its industry.

The merger and the exchange offer are subject to certain conditions which, if not satisfied or validly waived in advance, could prevent Completion of the Business Combination.

Linde plc, Praxair and Linde must obtain governmental and regulatory approvals to consummate the business combination, which, if delayed or not granted, may delay or jeopardize the merger, the exchange offer and the business combination. In addition, conditions imposed by such agencies in connection with their approvals may adversely impact the business, financial condition or results of operations of Linde plc, Praxair and Linde, including the loss of value of assets or businesses that may be required to be divested in connection with obtaining approvals under merger control or competition laws.

The business combination may trigger mandatory takeover offers with respect to Linde's listed local subsidiaries. This would result in additional transaction costs and increase complexity.

If, following completion of the business combination, Linde shares remain outstanding, the liquidity and market value of those shares could decline significantly, and the Linde shares could be removed from certain stock indices.

Following completion of the business combination, Linde plc (directly or through Linde Holding GmbH) intends to enter into a domination and/or a profit and loss transfer agreement with Linde AG,

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which could be disadvantageous to Linde, Linde plc or Linde shareholders. Linde shareholders may receive consideration in a post-completion reorganization that is substantially different in form and/or value from the consideration that they would have received in the exchange offer.

Negative publicity related to the business combination may materially adversely affect Linde plc, Praxair and Linde.

Certain of the directors, board members and executive officers of Praxair, Inc. and Linde AG and certain of the designees to the pre-closing Linde plc board of directors may have interests in the business combination that are different from, or in addition to, those of Praxair shareholders and Linde shareholders generally.

Upon completion of the business combination, certain change of control rights under material agreements may be triggered. If parties to agreements with change-of-control provisions exercise such rights, contracts that are beneficial to Linde or Praxair may be terminated which may have an adverse effect on the business, the cash flows and the financial condition and results of operations of Linde plc, Praxair and Linde.

Linde plc may fail to realize the anticipated strategic and financial benefits sought from the business combination.

The combined group may be unable to retain and motivate Praxair and/or Linde personnel successfully, which could result in a loss of relevant capabilities and expertise.

Risk relating to the business of Praxair including risks relating to cost of energy and raw materials and/or disruption in the supply of these materials, the inability to effectively compete, pension benefit plans, operational risks, weakening economic conditions, and international events and circumstances, may adversely

impact Praxair's and Linde plc's business, financial position or results of operations.

Risks relating to the business of Linde including competition and pricing risk, such as risks relating to cost pressure in the healthcare sector, risks relating to the commercialization of projects, a low oil and natural gas price environment having a potentially negative effect on the general investment climate and thus on the orders situation, increases in the cost of gas, raw materials and energy having potentially

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negative effects on the costs side, supply chain or other business disruptions as well as risks relating to manufacturing and construction activities, pension scheme commitments, changes in political or social circumstances, potential labor union disputes, risks relating to Linde's strategic initiatives and risks arising from the acquisition and sale of companies may adversely impact Linde's and Linde plc's business, financial position or results of operations.

Risks relating to the regulatory environment and legal risks including international government regulations, outcome of litigation or governmental investigations, and claims beyond Praxair's or Linde's insurance coverage limits may adversely impact the business, financial position or results of operations of Praxair, Linde and Linde plc.

Praxair and Linde are subject to anti-corruption laws in the jurisdictions in which they operate, as well as trade compliance and economic sanctions laws and regulations. A failure to comply with these laws and regulations may subject the companies to civil and criminal penalties, harm their reputation and materially adversely impact their respective businesses or results of operations.

Risks relating to tax matters including changes in Linde plc's tax residency (including the possibility of the IRS not agreeing with the conclusion that Linde plc should be treated as a foreign corporation for U.S. federal tax purposes) may affect taxes on dividends, trigger exit charges or otherwise subject Linde plc to tax costs to which Praxair and Linde (and their shareholders) were not previously subject; risks relating to the tax treatment of the transactions; and risks relating to other changes in tax laws could adversely impact the business, financial position or results of operations of Praxair, Linde and Linde plc and could have a negative effect on future profitability.

D.3 Key information on the key risks that are specific to the securities.

Because the exchange ratios in the merger and the exchange offer are fixed, the market value of the Linde

plc shares received by Praxair shareholders in the merger or by Linde shareholders in the exchange offer may be less than the market value of the Praxair or Linde shares that such holder held prior to the completion of the business combination. The prices of Praxair shares and Linde shares may be adversely affected if the business combination is not completed.

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Risks relating to Linde plc shares including a volatile market price of Linde plc shares which could result in shareholders losing part or all of their investment and rights and responsibilities of shareholders differing in certain respects from the rights and responsibilities of shareholders under German law which could result in a lesser degree of protection of their financial and administrative rights.

Praxair shareholders and Linde shareholders will have a reduced ownership and voting interest after the business combination and will exercise less influence over management of the combined group.

E Offer**E.1 The total net proceeds.**

Estimate of the total expenses of the issue/offer, including estimated expenses charged to the investor by the issuer.

Linde plc will not receive any proceeds from the offer.

Based on current estimates the total costs of Praxair and Linde in connection with the business combination will amount to approximately \$217 (190) million. Linde plc expects to bear further cost of up to 10 million. Linde shareholders who hold their Linde shares in German custody accounts will not incur any fees and expenses in connection with tendering their Linde shares in the offer (except for the costs of transmitting the declaration acceptance to their custodian bank). For this purpose, Linde plc pays a customary commission to the custodian banks. However, additional costs and expenses may be charged by custodian banks or foreign investment service providers or otherwise incurred outside the Federal Republic of Germany, which must be paid by the relevant Linde shareholders.

E.2a Reasons for the Takeover Offering.

The purpose of the exchange offer is for Linde plc to acquire control over Linde and, following consummation of the exchange offer, to pursue a post-completion reorganization if not all outstanding Linde shares are acquired through the exchange offer.

Use of proceeds, estimated net amount of the proceeds.

Linde plc will not receive any proceeds from the offer.

E.3 Offer conditions.

Pursuant to the business combination agreement, Praxair's business will be brought under Linde plc through the merger and Linde's business will be brought under Linde plc through the exchange offer. Pursuant to the terms of the exchange offer, Linde plc seeks to acquire each issued Linde share (ISIN DE0006483001)

in exchange for 1.540 Linde plc shares. This exchange ratio for the exchange offer is fixed and will not be adjusted to reflect changes in the share price of the Linde shares or the Praxair shares prior to the date of the completion of the business combination.

Important Notices

The exchange offer is subject to a number of conditions. The conditions to the exchange offer must be satisfied at or prior

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to the end of the acceptance period or, where permissible, waived at least one working day prior to the end of the acceptance period, except for the regulatory condition, which may not be satisfied by the end of the acceptance period. The regulatory condition must be satisfied no later than twelve months following the end of the acceptance period, on or prior to October 24, 2018 or waived at least one working day prior to the end of the acceptance period. If the conditions are not satisfied, or, where permissible, validly waived, the exchange offer will not be completed and tendered Linde shares will be rebooked to the relevant Linde shareholders accounts.

Each Linde shareholder, by accepting the exchange offer, unless such acceptance is properly withdrawn, authorizes the settlement agent to credit interests in the Linde plc shares that such Linde shareholder is entitled to receive in the exchange offer to such shareholder's account in exchange for Linde shares tendered by such shareholder in the exchange offer.

By accepting the exchange offer, Linde shareholders will transfer their tendered Linde shares, including ancillary rights, at settlement directly to Linde plc, subject to the satisfaction or, where permissible, waiver of the conditions to the exchange offer.

No fractional Linde plc shares will be exchanged for any Linde shares tendered in the exchange offer by any Linde shareholder. Each holder of Linde shares validly tendered into the exchange offer who would otherwise have been entitled to receive a fraction of a share of Linde Plc shares shall receive from its custodian bank, in lieu thereof, cash (without interest) in an amount representing such holder's proportionate interest in the net proceeds from the sale by Clearstream and/or its custodian bank for the account of all such holders of Linde Plc shares which would otherwise be issued. The sale of such excess shares by Clearstream and the custodian banks will be executed on the NYSE and/or the Frankfurt Stock Exchange, and will be executed in round lots to the extent practicable. The receipt of the net proceeds resulting from the sale of such excess

shares will be free of commissions, transfer taxes and other out-of-pocket transaction costs for such holders of tendered Linde shares. The net proceeds of such sale will be distributed to the holders of tendered Linde shares with each such holder receiving an amount of such proceeds proportionate to the amount of fractional interests which such holder would otherwise have been entitled to receive. The net proceeds credited for any fractional Linde plc shares will be determined on the average net proceeds per Linde plc share. Any such sale will be made within ten business days or such shorter period as may be required by applicable law after the completion of the exchange offer.

Conditions

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The exchange offer is subject to the satisfaction or waiver, where permissible, of certain conditions. These conditions include, in particular, that:

(i) at the time of the expiration of the acceptance period, the sum of the number of (1) validly tendered Linde shares for which the right to withdrawal has not been validly exercised in accordance with this offer document; (2) Linde shares held directly by Linde plc, any member of Linde plc group or any other person acting jointly with Linde plc; (3) Linde shares that must be attributed to Linde plc or any member of Linde plc group in accordance with Section 30 Takeover Act; (4) Linde shares for which Linde plc, any member of Linde plc group or any person acting jointly with Linde plc has entered into an agreement outside of the exchange offer, giving them the right to demand the transfer of title of such Linde shares; and (5) Linde shares for which irrevocable undertakings have been executed and delivered to Linde plc, equals or is greater than 139,228,554 Linde shares (75 % of all Linde shares entitled to voting rights existing at the time of the publication of this offer document, excluding any Linde treasury shares);

(ii) no later than twelve months after the expiration of the acceptance period i.e., by October 24, 2018, the business combination, including in particular the transaction contemplated by the exchange offer and the merger, shall have been approved by the competent antitrust authorities in the European Union, the United States, China, India, South Korea, Brazil, Russia, Canada, and Mexico or the statutory waiting periods in these jurisdictions shall have lapsed, with the result that the transactions contemplated by the exchange offer may be completed (the Regulatory Condition).

(iii) The registration statement regarding the Linde plc shares is not, as of the expiration of the acceptance period the subject of any stop order issued by the SEC;

(iv) the Praxair shareholders have adopted the business combination agreement and the merger;

(v) no law, regulation, administrative act, injunction, temporary restraining order or preliminary or permanent injunction or other order issued by any governmental entity in Ireland, the United Kingdom, Germany or the United States of America prohibits or makes illegal the consummation of the exchange offer or the merger or the acquisition or ownership of Linde shares or Praxair shares by Linde plc;

(vi) No material adverse change of Praxair or Linde has occurred;

(vii) No material compliance violation has occurred by a member of a governing body or officer of Linde AG or

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Praxair, Inc. or any of their respective subsidiaries.

Acceptance Period

The acceptance period for the exchange offer will begin upon publication of the exchange offer Document on August 15, 2017 and will expire on **October 24, 2017, 24:00 hours (Central European Time)**.

The acceptance period may be extended as permitted by applicable law.

Additional Acceptance Period

Following the end of the acceptance period, and if all conditions to the exchange offer (other than the regulatory condition) have been satisfied or, where permissible, waived, the German Takeover Act provides an additional acceptance period of two weeks for the exchange offer. The additional acceptance period will be an additional two-week period of time beginning on the day after the publication of the results of the acceptance period during which shareholders may tender, but not withdraw, their Linde shares. Linde plc intends to publish such results no later than three business days following the expiration of the acceptance period. Provided that the acceptance period is not extended, the additional acceptance period is expected to start on October 28, 2017, and to expire on November 10, 2017, 24:00 hours (Central European Time).

Put Right Period

Pursuant to Section 39c of the German Takeover Act, Linde shareholders who did not tender their shares in the Exchange Offer may have the right (*Andienungsrecht*) to

require Linde plc to exchange their Linde Shares for the exchange offer consideration during a three-month put right period if the following two conditions are met upon publication of the results of the Exchange Offer after the end of the acceptance period:

(1) Linde plc, directly or indirectly holds at least 95% of Linde AG's voting share capital (or the Exchange Offer has been accepted by the tendering Linde shareholders such that Linde plc, directly or indirectly, would hold at least 95% voting share capital at Completion); and

(2) Linde plc is entitled to file an application with the district court (*Landgericht*) of Frankfurt am Main to effect a takeover squeeze-out pursuant to Sections 39a et seq. of the German Takeover Act.

Acceptance of the Offer

The acceptance of the exchange offer (i) must be declared in writing to the relevant custodian bank of the Linde shareholder by the end of the acceptance period, the additional acceptance period or the put right period, as applicable (**Declaration of Acceptance**,), and (ii) the Linde shareholders must instruct their respective custodian

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bank to effect the transfer of the Linde shares in their custody account for which they wish to accept the exchange offer. The acceptance will become valid with the timely transfer of tendered Linde shares within the acceptance period, the additional acceptance period or the put right period, as applicable, to ISIN DE000A2E4L75 at Clearstream. If the respective custodian bank is notified of the acceptance within the acceptance period, the additional acceptance period or the put right period, as applicable, the transfer of Linde shares will be deemed to have been timely effected if it has been effected at the latest by 6:00 p.m. (Central European Time) on the second business day after the expiration of the acceptance period, the additional acceptance period or the put right period. Transfers are to be arranged by the custodian bank after receipt of the Declaration of Acceptance.

Declarations of Acceptance that are not received by the respective custodian bank within the relevant period or that have been erroneously or incompletely filled out will not be regarded as an acceptance of the exchange offer and do not entitle the respective Linde shareholder to receive the exchange offer consideration. Neither Linde plc, nor persons acting in concert with Linde plc nor their subsidiaries are required to notify any Linde shareholder of any defects or errors in the Declaration of Acceptance, and they assume no liability in the event that such notification is not made.

Withdrawal Rights

At any time during the acceptance period, Linde shareholders may withdraw their Linde shares. At the end of the acceptance period, withdrawal rights will cease, and any Linde shares tendered into the exchange offer cannot be withdrawn. If the acceptance period is extended, Linde shareholders may withdraw their tendered Linde shares until the end of the acceptance period as extended pursuant to Sections 21(4) and 22(3) of the German Takeover Act. The additional acceptance period, if any, is not an extension of the acceptance period. There will be no withdrawal rights during any

additional acceptance period even with respect to Linde shares tendered during such additional acceptance period or, if applicable, a put right period.

Settlement

The delivery of the Linde plc shares issued pursuant to the exchange offer will occur without undue delay no later than seven business days following the later of (i) the publication of the results of the additional acceptance period or (ii) the satisfaction of the Regulatory Condition. Linde plc intends to publish such results no later than three business days following the expiration of the additional acceptance period. The Regulatory Condition must be satisfied within twelve months following the end of the acceptance period, *i.e.*, by October 24, 2018. If the Regulatory Condition is not satisfied by that date (or waived at least one working day

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		prior to the end of the acceptance period), the exchange offer will terminate and settlement will not occur. Transfer of the exchange offer consideration may be made on a date that is significantly later than the end of the acceptance period or the expiration of the additional acceptance period, or may not occur. If the exchange offer is not completed, shareholders who have tendered their Linde shares in the exchange offer will have their shares rebooked to their accounts. Withdrawal rights will cease at the end of the acceptance period.
	Stabilization Measures, Over-Allotment and Greenshoe option	Not applicable. This Prospectus relates to a takeover offer in the form of an exchange offer. This is not accompanied by stabilization measures, over-allotments, greenshoe options or other usual measures in connection with securities offerings.
E.4	A description of any interest that is material to the issue/offer including conflicting interests.	<p>Linde plc has entered into the business combination agreement with Praxair, Inc., Linde AG, Zamalight Holdco LLC and Merger Subco, Inc. Such other parties to the business combination agreement are persons acting jointly with Linde plc pursuant to Section 2(5) sentence 1 of the German Takeover Act and have an interest in the completion of the business combination.</p> <p>Pursuant to Section 2(5) sentence 1 of the German Takeover Act, in conjunction with Section 2(5) sentence 3 of the German Takeover Act subsidiaries of Linde plc (i.e., Zamalight Holdco LLC, Merger Subco, Inc., Linde Holding GmbH and Linde Intermediate Holding AG) are persons acting jointly (<i>gemeinsam handelnde Personen</i>) with Linde plc and have also an interest in the business combination.</p> <p>Bank of America Merrill Lynch International Limited Zweigniederlassung Frankfurt am Main, Credit Suisse Securities (USA) LLC (Credit Suisse), Goldman Sachs AG (Goldman Sachs), Morgan Stanley Bank AG and its affiliates (Morgan Stanley) and Perella Weinberg Partners UK LLP (Perella Weinberg) act as financial advisors to Linde AG or Praxair, Inc. in connection with the proposed business combination and will receive fees for such services. A portion of the fees of Credit Suisse, Morgan Stanley, Perella Weinberg and all of Goldman Sachs fees are contingent upon consummation of the</p>

business combination.

Some of the Praxair directors, executive officers and designees to the pre-closing Linde plc board of directors and some of the Linde executive board members, supervisory board members, and designees to the pre-closing Linde plc board of directors may have interests in the business combination that are different from, or in addition to, the interests of Praxair shareholders and Linde shareholders, respectively. In the case of Praxair directors, executive officers and designees to the pre-closing Linde plc board of directors these interests include the continued service of certain directors and executive officers following the closing of the business combination, the treatment of stock options,

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restricted stock units and other equity-based awards, severance benefits available to certain Praxair executive officers and designees to the pre-closing Linde plc board of directors upon a qualifying termination following the business combination, treatment of cash amounts deferred or contributed pursuant to Praxair's compensation deferral programs and retirement plans, and the indemnification of Praxair directors, executive officers and designees to the pre-closing Linde plc board of directors by Linde plc. In the case of Linde supervisory board members, executive board members and designees to the pre-closing Linde plc board of directors these interests include the membership of board members on Linde plc's board of directors, the treatment of equity awards, investment shares and deferral shares, the release from the commitment for Linde supervisory board members to acquire and hold Linde shares and other adjustments to the share ownership policy for Linde supervisory board members, as well as severance benefits, compensation under the retention scheme for certain key employees and the indemnification of Linde supervisory board members and executive board members by Linde plc and of designees to the pre-closing Linde plc board of directors by Linde AG and Linde plc.

Other than as described in this section, Linde plc is not aware of any substantial interest in the business combination of another party other than interest as a Praxair or Linde shareholder generally nor is it aware of any conflict of interest.

E.5 Name of the person or entity offering to sell the security.

The company offering the shares in connection with the Exchange Offer is Linde plc, with its registered office at Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland, registered with the Irish Companies Registration Office, under entity number 602527.

Lock-up agreement: the parties involved; and indication of the period of the lock-up.

Not applicable. There are no lock-up agreements at the date of publication in regards to issued shares in Linde plc.

E.6 Amount and percentage of immediate dilution resulting from the offering.

For the calculation of dilution, it is assumed that (1) 286,024,310 Praxair shares are outstanding, (2) 369,743 additional Praxair shares will be issued prior to the effective time of the merger under the Amended and Restated 2009 Praxair, Inc. Long Term Incentive

Plan, (3) all 286,394,053 Praxair shares will be converted into Linde plc shares in the merger, (4) 185,638,071 Linde shares will be outstanding immediately prior to settlement of the exchange offer, (5) all 185,638,071 Linde shares will be tendered and not validly withdrawn in the exchange offer, and (6) both the exchange offer and the merger are settled whereby Praxair, Inc. and Linde AG become wholly-owned subsidiaries of Linde plc. In that case, a total of 572,276,683 Linde plc shares will be issued to former shareholders of Praxair, Inc. and Linde AG, comprising (A) 286,394,053 Linde plc shares to former Praxair shareholders, and (B) 285,882,630 Linde plc shares

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to former Linde shareholders, in each case taking into account the applicable exchange ratio of one Linde plc share for each Praxair share and 1.540 Linde plc shares for each Linde share.

Based on the assumptions above, the completion of the business combination will not result in a dilution of Praxair shareholders or Linde shareholders based on the proportionate net book value of equity of a Praxair share, Linde share and Linde plc share respectively in each company. Based on the assumptions above, the proportionate net book value of equity of a Linde plc share will exceed the proportionate net book value of equity of a Praxair share and considering the exchange ratio the proportionate net book value of equity of a Linde share.

Upon completion of the business combination, former Praxair and Linde shareholders will have a lower ownership interest and voting interest in Linde plc than they currently have in Praxair Inc. and Linde AG, respectively. Upon completion of the business combination, and based on the assumptions above, former Praxair and Linde shareholders will each own approximately 50% of the outstanding Linde plc shares on a fully diluted basis. Consequently, Praxair shareholders, as a group, will have reduced ownership and voting power in the combined group compared to their current ownership and voting power in Praxair Inc., and Linde shareholders, as a group will have reduced ownership and voting power in the combined group compared to their current ownership and voting power in Linde AG.

E.7 Estimated expenses charged to the investor by the issuer.

Not applicable. Investors will not be charged expenses by Linde plc.

Table of Contents**1. RISK FACTORS**

Before deciding to vote in favor of the merger (if you are a Praxair shareholder), or to tender your shares in the exchange offer (if you are a Linde shareholder), you should carefully review and consider the following risk factors and the other information contained in this document. The occurrence of one or more of the events or circumstances described in these risk factors alone or in combination with other events or circumstances may have a material adverse effect on Praxair's and Linde's business and cash flows, financial condition and results of operations and, upon completion of the business combination, on Linde plc's business and cash flows, financial condition and results of operations. While the business combination remains subject to the satisfaction or waiver of certain conditions, and there is no assurance that the business combination will be completed, certain of the risks discussed below are presented assuming the business combination is completed and the combined group exists. The risks discussed below may not prove to be exhaustive and are based on certain assumptions made by Linde plc, Praxair and Linde, which later may prove to be incorrect or incomplete. The risks discussed below may not be the only risks to which each of Linde plc, Praxair or Linde is exposed. They should be considered in connection with evaluating the forward-looking statements in "Forward-Looking Statements" because they could cause actual results to differ materially from those expressed in any forward-looking statement. The order in which the risk factors are presented does not reflect the likelihood of their occurrence or the magnitude or significance of the individual risks. Additional risks and uncertainties of which Linde plc, Praxair and Linde are not currently aware or which Linde plc, Praxair and Linde do not consider significant at present could likewise have a material adverse effect on Linde plc's, Praxair's and Linde's business and cash flows, financial condition and results of operations. The market price of the Praxair shares, Linde shares or Linde plc shares could fall if any of these risks were to materialize, in which case the respective shareholders could lose all or part of their investment.

1.1 Risks Relating to the Business Combination***1.1.1 The consummation of the business combination is subject to certain conditions.***

The merger is only subject to the settlement of the exchange offer and is expected to occur immediately after settlement of the exchange offer. The exchange offer is subject to certain conditions, including the minimum acceptance condition, the Praxair requisite vote condition and the regulatory condition. The timing for settlement of the exchange offer and completion of the merger will depend on the satisfaction of such conditions. Under the terms of the exchange offer, all conditions to the exchange offer must be satisfied by the end of the acceptance period on October 24, 2017, 24:00 hours, Central European Time, except for the regulatory condition. The regulatory condition must be satisfied within twelve months following the end of the acceptance period, *i.e.*, by October 24, 2018. If the regulatory condition is not satisfied by that date (or validly waived at least one working day prior to the end of the acceptance period), the exchange offer will terminate and settlement will not occur. As a result, the exchange of Linde shares pursuant to the exchange offer and the conversion of Praxair shares pursuant to the merger may take place on a date that is significantly later than the end of the acceptance period, or may not occur. Withdrawal rights will cease at the end of the acceptance period. Furthermore, pursuant to the business combination agreement, Praxair, Inc. or Linde AG may terminate the business combination agreement or the covenants therein under certain circumstances, including, among others, the occurrence of a material adverse change (as defined in the business combination agreement), affecting the other party, or certain changes in the recommendation of the Praxair board of directors, on the one hand, or the Linde executive or supervisory board, on the other hand. No assurance can be given that all of the conditions to the exchange offer will be satisfied or, if they are, as to the timing of the settlement of the exchange offer. If the conditions to the exchange offer are not satisfied or validly waived in advance, or if termination rights are exercised, the exchange offer will terminate, settlement of the exchange offer will not occur, and the merger will not

be completed.

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1.1.2 *Linde plc, Praxair and Linde must obtain governmental and regulatory approvals to consummate the business combination, which, if delayed or not granted, may delay or jeopardize the merger, the exchange offer and the business combination. In addition, conditions imposed by such agencies in connection with their approvals may adversely impact the business, financial condition or results of operations of Linde plc, Praxair and Linde, including the loss of value of assets or businesses that may be required to be divested in connection with obtaining approvals under merger control or competition laws.*

Completion of the business combination is conditioned upon, among other things, either receipt of approval from the relevant antitrust authority or expiration or termination of any statutory waiting period (including any extension thereof) under merger control or competition law regimes in any jurisdictions where the parties to the business combination agreement have mutually determined merger control or competition law filings and/or notices to be necessary. The governmental and regulatory agencies from which Linde plc, Praxair and Linde will seek these approvals have broad discretion in administering the applicable governing regulations. As a condition to their approval of the transactions contemplated by the business combination agreement, those agencies may impose requirements, limitations or costs or require divestitures or place restrictions on the conduct of Linde plc's, Praxair's and Linde's respective businesses. Pursuant to the business combination agreement, Praxair and Linde will use their reasonable best efforts and have further agreed to take all such further action as may be necessary to resolve such objections, subject to the limitations set forth in the business combination agreement. No assurance can be given that the required approvals will be obtained or that the required conditions to the exchange offer will be satisfied, and, if all required approvals are obtained and the conditions to the exchange offer are satisfied, no assurance can be given as to the terms, conditions and timing of the approvals. If the regulatory condition is not satisfied within twelve months following the end of the acceptance period, *i.e.*, by October 24, 2018 (or validly waived at least one working day prior to the end of the acceptance period), the exchange offer will terminate, settlement of the offer will not occur, and the merger will not be completed. Any delay in the completion of the business combination for regulatory reasons could diminish the anticipated benefits of the business combination or result in additional transaction costs.

Conditions imposed by regulatory agencies in connection with their approval of the business combination may require changes to the operations of Linde plc, Praxair and/or Linde, restrict their ability to operate in certain jurisdictions following the business combination, restrict the combination of Praxair's and Linde's operations in certain jurisdictions or require other commitments regarding ongoing operations. Such conditions may also restrict Linde plc's, Praxair's and/or Linde's ability to modify the operations of their businesses in response to changing circumstances for a period of time after completion of the merger and the exchange offer or their ability to expend cash for other uses or otherwise have an adverse effect on the anticipated benefits of the business combination, thereby adversely impacting the business, financial condition or results of operations of Linde plc, Praxair and Linde. Such conditions may also impose requirements that Praxair and/or Linde divest certain assets in order to obtain certain regulatory approvals, which may result in loss of value due to the loss of those assets or businesses or a sale of those assets or businesses at less than the desired price or under otherwise unfavorable conditions, in particular as a result of timing constraints and the limited universe of buyers acceptable to the regulatory authorities, especially in challenging market conditions. Any such actions could have a material adverse effect on the business, results of operations, financial condition and prospects of Linde plc and reduce substantially or eliminate the synergies and cost reductions and the advantages which Praxair and Linde expect to achieve from the business combination.

1.1.3 *The business combination may trigger mandatory takeover offers with respect to Linde's listed local subsidiaries.*

The completion of the business combination will result in Linde plc acquiring indirect control in Linde's subsidiaries listed on local stock exchanges. Should relevant conditions under local laws of individual jurisdictions be met and if

an exemption is not available or granted under the respective regulations, the business combination may trigger the obligation to make a public offer with respect to the outstanding shares in certain of Linde's subsidiaries that are publicly listed. To the extent that

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Linde plc is unable to obtain any applicable exemption, potentially costly and complex takeover procedures may have to be conducted. In addition, the granting of any applicable exemption may depend on the discretion of the competent authority and may also depend on the competent authority's interpretation of the applicable laws and regulations, including the need for any applicable application for any such exemption. No assurance can be provided that the respective competent authorities will grant the requested exemptions or will confirm that no mandatory takeover offers with respect to any such listed subsidiaries will be required as a result of the transaction, even if such authority may have granted exemptions for similar transactions in the past. Accordingly, the business combination is expected to require such a mandatory takeover offer in India, subject to and following completion of the business combination, and may require such mandatory takeover offers in other jurisdictions, which would result in additional transaction costs and complexity.

1.1.4 Because the exchange ratios in the merger and the exchange offer are fixed, the market value of the Linde plc shares received by Praxair shareholders in the merger or by Linde shareholders in the exchange offer may be less than the market value of the Praxair or Linde shares that such holder held prior to the completion of the business combination.

Praxair shareholders will receive one Linde plc share for each of their Praxair shares in the merger and Linde shareholders who tender their Linde shares in the exchange offer will receive 1.540 Linde plc shares for each Linde share tendered and not withdrawn. These exchange ratios are fixed and will not vary even if the market price of Praxair shares or Linde shares varies. Upon completion of the business combination, and assuming that all outstanding Linde shares are exchanged in the exchange offer, former Praxair and Linde shareholders will each own approximately 50% of the outstanding Linde plc shares on a fully diluted basis, i.e., taking into consideration shares still to be issued, immediately after completion of the business combination. The market value of Praxair shares and Linde shares at the time of the completion of the business combination may vary significantly from the value on the date of the execution of the business combination agreement, the date of this document, the date on which Praxair shareholders vote on the merger, the date on which Linde shareholders tender their shares in the exchange offer or the expiration of the acceptance period. Because the exchange ratios will not be adjusted to reflect any changes in the market price of the Praxair shares or Linde shares, the value of the consideration paid to the Praxair shareholders in the merger or to the Linde shareholders who tender their shares in the exchange offer may be lower than the market value of their Praxair or Linde shares, respectively, on earlier dates.

Changes in share prices may result from a variety of factors that are beyond the control of Linde plc, Praxair and Linde, including their respective business, operations and prospects, market conditions, economic development, geopolitical events, regulatory considerations, governmental actions, legal proceedings and other developments. Market assessments of the benefits of the business combination and of the likelihood that the business combination will be completed, as well as general and industry-specific market and economic conditions, may also have an adverse effect on share prices.

In addition, it is possible that the business combination may not be completed until a significant period of time has passed after the Praxair special meeting and the expiration of the acceptance period. As a result, the market values of the Praxair shares and Linde shares may vary significantly from the date of the Praxair special meeting or the expiration of the acceptance period to the date of the completion of the business combination.

Investors are urged to obtain up-to-date prices for Praxair shares, which are listed on the New York Stock Exchange under the symbol PX and Linde shares, which are listed on the Frankfurt Stock Exchange under the symbol LIN.

Table of Contents**1.1.5** *If, following completion of the business combination, Linde shares remain outstanding, the liquidity and market value of those shares could decline significantly, and the Linde shares could be removed from certain stock indices. In addition, the liquidity of Linde shares could be negatively affected in case of a segment change, downlisting or delisting.*

If the business combination is completed but not all outstanding Linde shares, or a sufficient number of Linde shares to effect a mandatory squeeze-out, have been tendered in the exchange offer, the free float in Linde shares will be significantly lower than the current free float in Linde shares, which may adversely affect the liquidity of the remaining Linde shares. Reduced liquidity could make it more difficult for the remaining Linde shareholders to sell their Linde shares and could adversely affect the price of those remaining shares. In addition, reduced liquidity could result in increased volatility and the price for Linde shares may vary significantly in the future.

The Linde shares are included in the German DAX 30 stock index, among other indices. A significant reduction in free float as a result of the exchange of Linde shares pursuant to the exchange offer or otherwise may result in the Linde shares being removed from the DAX 30 or other stock indices. Consequently, index funds and other investors who seek to mirror indices such as the DAX 30 stock index may sell or reduce their holdings of Linde shares. This could result in reduced liquidity and an oversupply of Linde shares, which may adversely affect and cause significant variations in the price of those remaining shares.

During the acceptance period and thereafter until satisfaction of or failure to satisfy the regulatory condition, the Linde shares tendered into the exchange offer shall be included in the stock market trading on the regulated market of the Frankfurt Stock Exchange and its sub-segment with additional post-admission obligations (*Prime Standard*) under a new and separate ISIN. During the acceptance period or thereafter any relevant body competent for the composition of a stock index, such as Deutsche Börse AG, may decide to replace the Linde shares not tendered in the DAX 30 or any other stock index with the tendered Linde shares; it may also reverse any such decision at any time. Consequently, index funds and other investors who seek to mirror indices such as the DAX 30 stock index may sell or reduce their holdings of Linde (tendered or non-tendered) shares.

Moreover, the liquidity of Linde shares could be negatively affected if, following settlement of the exchange offer, Linde plc were to agree with Linde AG to effect (i) a downlisting, *i.e.*, a removal of the Linde shares from the regulated market of the Frankfurt Stock Exchange and other German stock exchanges with the effect that Linde shares could be traded only on the open market (*Freiverkehr*) of the Frankfurt Stock Exchange or any comparable open market or segment thereof of another German stock exchange or (ii) a delisting, *i.e.*, a removal from the Frankfurt Stock Exchange and all other German stock exchanges on which Linde shares are listed on regulated market segments. In the event of a segment change (*i.e.*, removal of the Linde shares from the sub-segment of the regulated market of the Frankfurt Stock Exchange with additional post-admission obligations (*Prime Standard*) while maintaining the listing on the regulated market (*General Standard*), or of a downlisting or delisting), Linde AG's reporting obligations would be reduced or cancelled completely, depending on the circumstances. Because a downlisting or a delisting would negatively affect the liquidity of Linde shares, Linde shareholders may be unable to realize the value represented in Linde shares they hold, or may only be able to do so with significant limitations and/or at a significant loss, following such an event.

1.1.6 *The prices of Praxair shares and Linde shares may be adversely affected if the business combination is not completed.*

If the business combination is not completed, the prices of Praxair shares and Linde shares may decline for various reasons, including to the extent that the current market prices of Praxair shares and Linde shares reflect a market premium based on the assumption that the business combination will be completed.

Table of Contents**1.1.7 Following completion of the business combination, Linde plc (directly or through Linde Holding GmbH) intends to enter into a domination and/or a profit and loss transfer agreement with Linde AG, which could be disadvantageous to Linde, Linde plc or Linde shareholders.**

Following completion of the business combination, Linde plc expects to hold at least 75% of the shares represented at the shareholder meeting of Linde AG, which will enable Linde plc (directly or through Linde Holding GmbH and Linde Intermediate Holding AG) to initiate the conclusion of a domination agreement and/or a profit and loss transfer agreement with Linde AG. Such agreement would allow Linde plc to issue binding instructions to the executive board of Linde AG, which could be disadvantageous to Linde AG and result in a decline in the business and earnings power of Linde. This could have a material adverse effect on the assets, financial position and income of Linde and could also materially adversely affect the market value of the remaining Linde shares.

Pursuant to Sections 302 *et seq.* of the German Stock Corporation Act, under a domination agreement and/or profit and loss transfer agreement, Linde plc or Linde Intermediate Holding AG, respectively, would be obligated to compensate any annual net loss of Linde AG. Further, each Linde shareholder who did not tender in the exchange offer will be offered to elect either (1) to remain a Linde shareholder and receive, in the case of a domination agreement, an adequate fixed or variable annual guaranteed dividend (*Garantiedividende*) or, in the case of a profit and loss transfer agreement, receive annual recurring compensation (*Ausgleich*) pursuant to Section 304 of the German Stock Corporation Act, or (2) to receive adequate exit compensation in exchange for its Linde shares pursuant to Section 305(2) of the German Stock Corporation Act. Shareholders electing the first option may later elect the second option for as long as the offer for the exit compensation is open. Linde plc's obligation to pay an adequate fixed or variable annual guaranteed dividend or annual recurring compensation will lead to a continuing payment obligation for Linde plc which could be higher than dividends to be otherwise distributed to minority shareholders. In addition, Linde plc's obligation to pay an exit compensation will, to the extent paid in Linde plc shares, dilute the shareholdings of Linde plc shareholders, the extent of which could be disproportionate to the implied value Praxair and Linde shareholders received in the business combination.

1.1.8 If Linde shareholders do not tender their Linde shares in the exchange offer, Linde shareholders may receive consideration in a post-completion reorganization that is substantially different in form and/or value from the consideration that they would have received in the exchange offer.

Linde plc intends to pursue a post-completion reorganization with respect to Linde after completion of the merger and the exchange offer if the relevant ownership threshold for such a post-completion reorganization has been reached as a result of or following the exchange offer. A post-completion reorganization could eliminate any minority shareholder interests in Linde AG remaining after the settlement of the exchange offer or allow Linde plc to control Linde AG to the greatest extent permissible despite any remaining minority shareholder interests. If the business combination is consummated and Linde plc (directly or through Linde Holding GmbH or Linde Intermediate Holding AG) holds at least 75% of the shares represented in the shareholder meeting of Linde AG, Linde plc intends to enter (directly or through Linde Holding GmbH) into a domination agreement and/or a profit and loss transfer agreement with Linde AG. If Linde plc directly or indirectly holds at least 95% of the shares in Linde AG, Linde plc could initiate a squeeze-out of the minority shareholders of Linde AG and subsequently convert Linde AG into a limited liability company (*Gesellschaft mit beschränkter Haftung GmbH*). If Linde plc directly or indirectly holds at least 90% of the shares in Linde AG, a squeeze-out would be possible in connection with a merger of Linde AG into Linde Intermediate Holding AG. The type of such post-completion reorganization transaction will depend on the percentage of Linde shares acquired in the exchange offer and, to the extent legally permissible, in the open market or otherwise.

Due to the statutory legal framework applicable to such post-completion reorganization transactions, holders of Linde shares who do not exchange their shares in the exchange offer may receive a different (including a lower) amount or a

different form of consideration than they would

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have received had they exchanged their Linde shares in the exchange offer. Furthermore, if the value of Linde plc shares offered as compensation in the context of a domination agreement and/or profit and loss transfer agreement pursuant to Section 305(2) of the German Stock Corporation Act has declined after the completion of the business combination, there may be no obligation of Linde plc or Linde Intermediate Holding AG to pay Linde shareholders who did not exchange their shares in the exchange offer the implied value of the offer consideration received by Linde shareholders who exchanged their shares in the exchange offer.

1.1.9 The announcement and pendency of the business combination, during which Praxair and Linde are subject to certain operating restrictions, could have an adverse effect on Linde plc, Praxair and Linde's businesses and cash flows, financial condition and results of operations.

The announcement and pendency of the business combination could disrupt Praxair's and Linde's businesses, and uncertainty about the effect of the business combination may have an adverse effect on Linde plc, Praxair and Linde. These uncertainties could cause suppliers, vendors, partners, customers and others that deal with Praxair and Linde to defer entering into contracts with, or making other decisions concerning Praxair and Linde or to seek to change or cancel existing business relationships with the companies. In addition, Praxair's and Linde's employees may experience uncertainty regarding their roles after the business combination. Employees may depart either before or after the completion of the business combination because of uncertainty and issues relating to the difficulty of coordination or because of a desire not to remain following the business combination. Therefore, the pendency of the business combination may adversely affect Linde plc, Praxair's and Linde's ability to retain, recruit and motivate key personnel. Additionally, the attention of Praxair's and Linde's management may be directed towards the completion of the business combination, including obtaining regulatory approvals, and may be diverted from the day-to-day business operations of Praxair and Linde. Matters related to the business combination may require commitments of time and resources that could otherwise have been devoted to other opportunities that might have been beneficial to Praxair and Linde. Additionally, the business combination agreement requires Praxair and Linde to refrain from taking certain specified actions, for example significant investments or disposals, while the business combination is pending. These restrictions may prevent Praxair and Linde from pursuing otherwise attractive business opportunities or capital structure alternatives and from executing certain business strategies prior to the completion of the business combination. Further, the business combination may give rise to potential liabilities, including those that may result from pending and future shareholder lawsuits relating to the business combination or a potential post-completion reorganization. Any of these matters could adversely affect the businesses of, or harm the results of operations, financial condition or cash flows of Linde plc, Praxair and Linde.

Further, certain adverse changes in the business of Linde or Praxair in the period prior to the closing of the business combination may occur that would not result in Praxair, Linde or Linde plc having the right to terminate the business combination agreement or the exchange offer. If adverse changes occur but Praxair and Linde are still required to complete the business combination, the market value of Praxair shares, Linde shares or Linde plc shares may decrease. If the business combination is not completed, these risks may still materialize and materially adversely affect the business and financial results of Praxair and/or Linde.

1.1.10 Negative publicity related to the business combination may materially adversely affect Linde plc, Praxair and Linde.

From time to time, political and public sentiment in connection with a proposed business combination may result in a significant amount of adverse press coverage and other adverse public statements affecting the parties to the business combination. Adverse press coverage and public statements, whether or not driven by political or popular sentiment,

may also result in legal claims or in investigations by regulators, legislators and law enforcement officials. Responding to these investigations and lawsuits, regardless of the ultimate outcome of the proceedings, can divert the time and effort of senior management from operating their businesses. Addressing any adverse publicity, governmental scrutiny or enforcement or other legal proceedings could be time-consuming and

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expensive and, regardless of the factual basis for the assertions being made, could have a negative impact on the reputation of Linde plc, Praxair and Linde, on the morale and performance of their employees and on their relationships with regulators, suppliers and customers. It may also have a negative impact on their ability to take timely advantage of various business and market opportunities. The direct and indirect effects of negative publicity, and the demands of responding to and addressing it, may have a material adverse effect on Linde plc's, Praxair's and Linde's respective business and cash flows, financial condition and results of operations.

1.1.11 Certain of the directors, board members and executive officers of Praxair, Inc. and Linde AG and certain of the designees to the pre-closing Linde plc board of directors may have interests in the business combination that are different from, or in addition to, those of Praxair shareholders and Linde shareholders generally.

Certain of the Praxair, Inc. directors, executive officers and designees to the pre-closing Linde plc board of directors and certain of the Linde supervisory board members, executive board members and designees to the pre-closing Linde plc board of directors may have interests in the business combination that are different from, or in addition to, the interests of Praxair shareholders and Linde shareholders, respectively. In the case of Praxair directors, executive officers and designees to the pre-closing Linde plc board of directors these interests include the continued service of certain directors and executive officers following the closing of the business combination, the treatment of stock options, restricted stock units and other equity-based awards, severance benefits available to certain Praxair executive officers and designees to the pre-closing Linde plc board of directors upon a qualifying termination following the business combination, treatment of cash amounts deferred or contributed pursuant to Praxair's compensation deferral programs and retirement plans, and the indemnification of Praxair directors, executive officers and designees to the pre-closing Linde plc board of directors by Linde plc. In the case of Linde supervisory board members, executive board members and designees to the pre-closing Linde plc board of directors these interests include (i) the future membership of certain board members on Linde plc's board of directors, (ii) the treatment of performance based stock option rights and matching share rights, investment shares and deferral shares, (iii) the release from the commitment for Linde supervisory board members to acquire and hold Linde shares and other adjustments to the share ownership policy for Linde supervisory board members, (iv) severance benefits, (v) compensation under the retention scheme for certain key employees and (vi) the indemnification of Linde supervisory board members and executive board members by Linde plc and of designees to the pre-closing Linde plc board of directors by Linde AG and Linde plc.

At the close of business of August 8, 2017, the record date for the Praxair special meeting, Praxair, Inc. directors and executive officers and their affiliates owned and were entitled to vote approximately 0.2% of the outstanding Praxair shares entitled to vote at the Praxair special meeting. As of August 8, 2017, Praxair directors and executive officers held unvested equity awards in the form of Praxair stock options, Praxair RSUs and Praxair PSUs, covering 1,698,582 Praxair shares in the aggregate. Based on a value of a Praxair share of \$133.88, which is equal to the average closing market price of a share of Praxair common stock over the first five business days immediately following the announcement of the business combination, and a hypothetical closing date of the business combination of August 8, 2017, and assuming vesting of the equity awards at target and a qualifying termination immediately following the effective time of the business combination, the aggregate value of accelerated vesting of such equity awards held by Praxair directors and executive officers would be \$63,934,961. Certain Praxair executive officers are party to severance compensation agreements which provide for severance benefits upon a qualifying termination following the business combination. Based on a hypothetical closing date of the business combination of August 8, 2017, and a severance-qualifying termination of each executive officer's employment immediately following the effective time of the business combination, the aggregate potential benefits that may be payable pursuant to such severance compensation agreements would be \$38,409,885. Certain Praxair executive officers participate in a compensation deferral program and/or retirement plans which provide for vesting of unvested benefits and payment of the executives

benefits unless the executive has previously made a valid election to waive his or her rights to receive such payment in connection

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with a change in control and to instead receive such payment in the ordinary course. The aggregate value for benefits (which benefits are currently fully vested) under such arrangements for the executive officers is \$71,409,510. Certain Praxair directors participate in a fee deferral plan which provides that, if previously elected by a director, such director's deferred fees will be distributed if he or she terminates service as a director within one year following the business combination. The aggregate value of deferred fees (which fees are at all times fully vested) under such fee deferral plan that may be distributed upon a termination within one year following the business combination is \$12,833,807. Certain Praxair directors and executive officers have other interests, including continued service following the closing of the business combination and indemnification, as described further in the section entitled "The Business Combination – Interests of Directors, Board Members and Executive Officers in the Business Combination Praxair, Inc."

As of August 8, 2017, members of the Linde executive board and the Linde supervisory board and their affiliates owned less than 1% of the outstanding Linde shares, and members of the Linde executive board and one employee representative who is a member of the supervisory board held equity awards in the form of performance-vesting share option rights and matching share rights, covering 90,629 Linde shares in the aggregate. Based on the value of a Linde share of 176.48, which is equal to the average closing market price of a Linde share over the first five business days immediately following the announcement of the business combination, and a hypothetical closing date of the business combination of August 8, 2017, and further based on the assumption of full vesting of the equity awards and full target achievement of performance goals applicable to share option rights as of August 8, 2017, the value of (1) such equity awards held by members of the Linde executive board and the Linde supervisory board and their affiliates as of August 8, 2017, plus (2) Linde shares held by such persons as of such date, was approximately 31.10 million. In addition, members of the Linde executive board, other than Prof. Dr. Aldo Belloni, are party to service agreements which provide for severance benefits in case of certain qualifying terminations of employment. Based on a hypothetical closing date of the business combination of August 8, 2017 and a severance-qualifying termination of the executive board members' service agreements immediately following the effective time of the business combination, the aggregate potential severance benefits that may be payable would be approximately 10 million. Certain members of the Linde executive board and supervisory board have other interests, including membership of Linde plc's board of directors and the ability to tender investment and deferral shares, as described further in the section entitled "The Business Combination – Interests of Directors, Board Members and Executive Officers in the Business Combination Linde AG."

The Praxair board of directors and the Linde supervisory board and executive board were aware of these interests and considered them, among other matters, in evaluating and approving the business combination and in recommending that Praxair shareholders adopt the business combination agreement and Linde shareholders tender their Linde shares in the exchange offer, respectively.

1.1.12 Upon completion of the business combination, certain change-of-control rights under material agreements may be triggered.

Praxair and Linde are parties to agreements that contain change-of-control provisions that may be triggered upon completion of the business combination. Upon the triggering of these change-of-control provisions, the counterparties to the agreement may be able to exercise certain rights that have a negative effect on Praxair, Linde or, after the business combination, Linde plc. For example, the terms of Linde's approximately 8.5 billion notes outstanding include change of control clauses triggered by a change of control of Linde AG and a resulting below investment grade ratings downgrade of Linde AG's corporate and debt ratings. In addition, Linde's 2.5 billion undrawn syndicated credit facility and Praxair's \$2.5 billion credit facility each include a change of control clause relating to a change of control of Linde AG and Praxair, Inc., respectively. If parties to agreements with change-of-control provisions

exercise such rights, contracts that are beneficial to Linde or Praxair may be terminated which may have an adverse effect on the business, the cash flows and the financial condition and results of operations of Linde plc, Praxair and Linde.

Table of Contents**1.1.13 Praxair and Linde will incur significant transaction fees and costs in connection with the business combination.**

Praxair and Linde expect to incur a number of significant non-recurring implementation and restructuring costs associated with combining the operations of the two companies. In addition, Praxair and Linde will incur significant banking, legal, accounting and other transaction fees and costs related to the business combination. Additional costs substantially in excess of currently anticipated costs may also be incurred in connection with the integration of the businesses of Praxair and Linde. Praxair and Linde currently estimate that an aggregate of approximately \$217 million (190 million) of auditors , banking, legal and other professional fees and costs related to the business combination will be incurred, of which approximately 40% is expected to be incurred by Praxair and approximately 60% to be incurred by Linde.

Any cost savings or other efficiencies related to the integration of the businesses that could offset these transaction- and combination-related costs over time may not be achieved in the near term, or at all. In addition, the timeline in which cost savings are expected to be realized is lengthy and may not be achieved. Failure to realize these synergies and cost reductions and other efficiencies in a timely manner or at all could have a material adverse effect on Linde plc s, Praxair s and Linde s respective businesses and cash flows, financial condition and results of operations.

1.1.14 Linde plc has no operating or financial history and the unaudited illustrative condensed combined financial information contained in this document is presented for illustrative purposes only and may not be an indication of Linde plc s results of operations or financial condition following the completion of the business combination. The actual results of operations and financial condition of Linde plc following the completion of the business combination may be substantially different.

Linde plc has been recently incorporated and has no operating history and no revenues and the unaudited illustrative condensed combined financial information contained in this document is presented for illustrative purposes only and should not be considered to be an indication of Linde plc s results of operations or financial condition following the completion of the business combination. The unaudited illustrative condensed combined financial information has been derived from the historical financial statements of Praxair and Linde and adjustments, assumptions and preliminary estimates have been made in connection with the preparation of this information. These adjustments, assumptions and estimates are preliminary and based on information available at the time of the preparation of this document and are subject to change. As a result, the actual results of operations and financial condition of Linde plc following the completion of the business combination may not be consistent with, or evident from, this illustrative financial information, and any differences may be material. For example, the unaudited illustrative condensed combined financial information contained in this document assumes that no divestitures will be required in order to obtain necessary regulatory approval in all relevant jurisdictions. However, significant divestitures may be required to obtain the necessary regulatory approvals.

1.1.15 The unaudited forward-looking financial information considered by Praxair, Linde and their financial advisors reflect Praxair management and Linde management estimates and actual results may be significantly higher or lower than estimated.

In connection with the assessment of the merger by Praxair and Linde, Praxair and Linde prepared certain unaudited forward-looking financial information. The unaudited forward-looking financial information considered by Praxair, Linde and their financial advisors, including the unaudited forward-looking information included in this document, are based on numerous variables and assumptions that are inherently uncertain, many of which are beyond the control of Praxair and Linde. These variables and assumptions are based on available information at the time of preparation and

include industry performance, competition, general business, economic, regulatory, market and financial conditions, as well as estimates regarding the business, financial condition and results of operations of Praxair and Linde. Such factors and other changes may cause the unaudited forward-looking financial information or the underlying assumptions to be inaccurate. Since the unaudited forward-looking financial information covers multiple years, such information by its nature becomes

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less predictable with each successive year. As a result of these contingencies, there can be no assurance that actual results will not be significantly higher or lower than estimated, which could have a material impact on the market price of Linde plc shares. The unaudited forward-looking financial information does not take into account any circumstances or events occurring after the date it was prepared and does not give effect to the business combination nor is it indicative for future results of the combined group.

The unaudited forward-looking financial information was not prepared with a view toward public disclosure, nor was it prepared with a view toward compliance with published guidelines of the SEC, the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of forward-looking financial information, U.S. GAAP or IFRS. Neither the independent accountants of Praxair, Linde, Linde plc, nor any other independent accountants have audited, reviewed, compiled or performed any procedures with respect to the unaudited forward-looking financial information for the purpose of its inclusion herein, and accordingly, no such accountants have expressed any opinion or provided any form of assurance with respect thereto for the purpose of this document.

1.2 Risks Relating to the Business of Linde plc After Completion of the Business Combination

Due to the size and geographic reach of Linde plc's operations following the completion of the business combination, a wide range of factors could materially affect its operations and financial performance. Linde plc believes that, in addition to the risks described herein, the risks relating to Praxair's and Linde's businesses described in the sections *1.3 Risks Relating to the Business of Praxair* and *1.4 Risks Relating to the Business of Linde*, which you are urged to read, may significantly impact Linde plc's business after the completion of the business combination.

1.2.1 *Linde plc may fail to realize the anticipated strategic and financial benefits sought from the business combination.*

Linde plc may not realize all of the anticipated benefits of the business combination. The success of the business combination will depend on, among other things, Linde plc's ability to combine Praxair's business with Linde's business in a manner that facilitates growth and realizes anticipated cost savings.

However, Linde plc must successfully combine the businesses of Praxair and Linde in a manner that permits these anticipated benefits to be realized. In addition, Linde plc must achieve the anticipated growth and cost savings without adversely affecting current revenues and investments in future growth.

In addition, the actual integration of Praxair and Linde will involve complex operational, technological and personnel-related challenges. This process will be time-consuming and expensive, and it may be disruptive to the combined businesses. Linde plc may not realize all of the anticipated benefits of the business combination. Difficulties in the integration of the businesses, which may result in significant costs and delays, include:

managing a significantly larger combined group;

aligning and executing the strategy of the combined group;

integrating and unifying the offerings and services available to customers and coordinating distribution and marketing efforts in geographically separate organizations;

coordinating corporate and administrative infrastructures and aligning insurance coverage;

coordinating accounting, information technology, communications, administration and other systems;

addressing possible differences in corporate cultures and management philosophies;

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the combined group becoming subject to Irish laws and regulations and legal action in Ireland;

coordinating the compliance program and creating uniform standards, controls, procedures and policies;

the implementation, ultimate impact and outcome of potential post-completion reorganization transactions, which may be delayed or not take effect as a result of litigation or otherwise;

unforeseen and unexpected liabilities related to the business combination or Linde plc's business;

managing tax costs or inefficiencies associated with integrating the operations of the combined group;

identifying and eliminating redundant and underperforming functions and assets;

effecting actions that may be required in connection with obtaining regulatory approvals; and

a deterioration of credit ratings.

These and other factors could result in increased costs and diversion of management's time and energy, as well as decreases in the amount of expected revenue and earnings, which could materially impact Linde plc's business, financial condition and results of operations. The integration process and other disruptions resulting from the business combination may also adversely affect Linde plc's relationships with employees, suppliers, customers, distributors, licensors and others with whom Praxair and Linde have business or other dealings, and difficulties in integrating the businesses of Praxair and Linde could harm the reputation of the combined group.

If the combined group is not able to successfully combine the businesses of Praxair and Linde in an efficient, cost-effective and timely manner, the anticipated benefits and cost savings of the business combination may not be realized fully, or at all, or may take longer to realize than expected.

1.2.2 Following the completion of the business combination, Linde AG will be majority owned by Linde plc. While Linde plc intends to enter (directly or through Linde Holding GmbH) into a domination agreement with Linde AG, if the effectiveness of such agreement is delayed as a result of litigation or otherwise or does not occur, this may have an adverse effect on the ability to realize synergies and cost reductions and the market value of Linde plc shares.

Following the completion of the business combination, Linde AG will be indirectly majority-owned by Linde plc and, thus, become a dependent company of Linde plc within the meaning of Section 17 of the German Stock Corporation Act. The legal framework for this dependency between Linde plc and Linde AG is, subject to other applicable law, set forth in Sections 311 *et seq.* of the German Stock Corporation Act, which may prevent or impede the realization of synergies and cost reductions absent a domination agreement. If Linde plc (through Linde Intermediate Holding AG or otherwise) holds at least 75% of Linde AG's outstanding shares after completion of the business combination, which it will if the minimum acceptance condition (as defined herein) is satisfied, Linde plc (directly or through Linde

Intermediate Holding AG or otherwise) will hold the requisite voting rights to approve a domination agreement at a meeting of Linde shareholders. However, if Linde plc does not hold 75% of Linde AG's outstanding shares after the completion of the business combination or such approval is contested or the effectiveness of such agreement is delayed as a result of litigation or otherwise or does not occur, Linde plc may be unable to initiate any transactions or measures that are disadvantageous to Linde AG, unless Linde plc provides adequate compensation to Linde AG. If the disadvantage caused by any transaction or other measure cannot be assessed or compensated, Linde plc will be unable to initiate such transaction or measure, which may preclude Linde plc from implementing certain transactions related to the integration of Linde into the combined group, including realizing synergies. The failure to realize synergies may lead to a decline of the value of Linde plc shares. At the same time, any disadvantageous corporate actions under a domination

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agreement may result in a decline in the business and earnings power of Linde, which may have a material adverse effect on the assets, financial position and income of Linde and could also materially adversely affect the market value of the remaining Linde shares.

1.2.3 A combined Praxair and Linde may experience a loss of customers or may fail to win new customers in certain countries.

Following the business combination, third parties with whom Praxair or Linde had relationships prior to the announcement of the business combination may terminate or otherwise reduce the scope of their relationship with either party in anticipation or after the completion of the business combination. In addition, the combined group may face difficulties to acquire new customers in certain countries. Any such loss of business or the inability to win new customers could limit the combined group's ability to achieve the anticipated benefits of the business combination. Such risks could also be exacerbated by a delay in the settlement of the exchange offer and the business combination.

1.2.4 The combined group may be unable to retain and motivate Praxair and/or Linde personnel successfully.

The success of the business combination will depend, in part, on the combined group's ability to retain the talents and dedication of key employees, including key decision-makers, currently employed by Praxair and Linde. Such employees may decide not to remain with Praxair and Linde, as applicable, while the business combination is pending or with the combined group after the business combination is completed. If key employees terminate their employment, or if an insufficient number of employees are retained to maintain effective operations, the combined group's business activities may be adversely affected and management's attention may be diverted from successfully integrating Praxair and Linde to hiring suitable replacements, all of which may cause Linde plc's business to deteriorate. Praxair and Linde may not be able to locate suitable replacements for any key employees who leave either company, or offer employment to potential replacements on reasonable terms. In addition, Linde plc, Praxair and Linde may not be able to motivate certain key employees following the completion of the business combination due to organizational changes, reassignments of responsibilities, the perceived lack of appropriate opportunities for advancement or other reasons. If the combined group fails to successfully retain and motivate the employees of Praxair and/or Linde, relevant capabilities and expertise may be lost which may have an adverse effect on the cash flows and the financial condition and results of operations of Linde plc, Praxair and Linde.

1.3 Risks Relating to the Business of Praxair

Due to the size and geographic reach of Praxair's operations, a wide range of factors, many of which are outside of Praxair's control, could materially affect its future operations and financial performance. Praxair's management believes the following risks may significantly impact Praxair:

1.3.1 General Economic Conditions Weakening economic conditions in markets in which Praxair does business may adversely impact Praxair's financial results and/or cash flows.

Praxair serves a diverse group of industries across more than 50 countries, which generally leads to financial stability through various business cycles. However, a broad decline in general economic or business conditions in the industries served by its customers could adversely affect the demand for Praxair's products and impair the ability of its customers to satisfy their obligations to Praxair, resulting in uncollected receivables and/or unanticipated contract

terminations or project delays. In addition, many of Praxair's customers are in businesses that are cyclical in nature, such as the chemicals, electronics, metals and energy industries. Downturns in these industries may adversely impact Praxair during these cycles. Additionally, such conditions could impact the utilization of Praxair's manufacturing capacity which may require it to recognize impairment losses on tangible assets such as property, plant and equipment, as well as intangible assets such as goodwill, customer relationships or intellectual property.

Table of Contents**1.3.2 Cost and Availability of Raw Materials and Energy** *Increases in the cost of energy and raw materials and/or disruption in the supply of these materials could result in lost sales or reduced profitability.*

Energy is the single largest cost item in the production and distribution of industrial gases. Most of Praxair's energy requirements are in the form of electricity, natural gas and diesel fuel for distribution. Praxair attempts to minimize the financial impact of variability in these costs through the management of customer contracts and reducing demand through operational productivity and energy efficiency. Large customer contracts typically have escalation and pass-through clauses to recover energy and feedstock costs. Such attempts may not successfully mitigate cost variability, which could negatively impact Praxair's financial condition or results of operations. The supply of energy has not been a significant issue in the geographic areas where Praxair conducts business. However, regional energy conditions are unpredictable and may pose future risk.

For carbon dioxide, carbon monoxide, helium, hydrogen, specialty gases and surface technologies, raw materials are largely purchased from outside sources. Where feasible, Praxair sources several of these raw materials, including carbon dioxide, hydrogen and calcium carbide, as chemical or industrial byproducts. In addition, Praxair has contracts or commitments for, or readily available sources of, most of these raw materials; however, their long-term availability and prices are subject to market conditions. A disruption in supply of such raw materials could impact Praxair's ability to meet contractual supply commitments.

1.3.3 International Events and Circumstances *Praxair's international operations are subject to the risks of doing business abroad and international events and circumstances may adversely impact its business, financial condition or results of operations.*

Praxair has substantial international operations which are subject to risks including devaluations in currency exchange rates, transportation delays and interruptions, political and economic instability and disruptions, restrictions on the transfer of funds, the imposition of duties and tariffs, import and export controls, changes in governmental policies, labor unrest, possible nationalization and/or expropriation of assets, domestic and international tax laws and compliance with governmental regulations. These events could have an adverse effect on the international operations of Praxair in the future by reducing the demand for its products, decreasing the prices at which it can sell its products, reducing the U.S. dollar value of revenue from international operations or otherwise having an adverse effect on its business.

The United Kingdom's planned exit from the European Union has caused volatility in currency exchange rates as well as increased economic uncertainty. These factors could adversely affect Praxair's business and financial results primarily in Europe.

1.3.4 Global Financial Markets Conditions *Macroeconomic factors may impact Praxair's ability to obtain financing or increase the cost of obtaining financing which may adversely impact Praxair's financial results and/or cash flows.*

Volatility and disruption in the U.S. and global credit and equity markets, from time to time, could make it more difficult for Praxair to obtain financing for its operations and/or could increase the cost of obtaining financing. In addition, Praxair's borrowing costs can be affected by short- and long-term debt ratings assigned by independent rating agencies which are based, in significant part, on its performance as measured by certain criteria such as interest coverage and leverage ratios. A decrease in these debt ratings could increase the cost of borrowing or make it more difficult to obtain financing. While the impact of volatility in the global credit markets cannot be predicted with certainty, Praxair believes that it has sufficient operating flexibility, cash reserves, and funding sources to maintain

adequate amounts of liquidity to meet its business needs around the world.

Table of Contents**1.3.5 Competitor Actions** *The inability to effectively compete could adversely impact Praxair's results of operations.*

Praxair operates within a highly competitive environment worldwide. Competition is based on price, product quality, delivery, reliability, technology and service to customers. Competitors' behavior related to these areas could potentially have significant impacts on Praxair's financial results.

1.3.6 Catastrophic Events *Catastrophic events could disrupt the operations of Praxair and/or its customers and suppliers and may have a significant adverse impact on the results of operations.*

The occurrence of catastrophic events or natural disasters such as extreme weather, including hurricanes and floods; health epidemics; and acts of war or terrorism, could disrupt or delay Praxair's ability to produce and distribute its products to customers and could potentially expose Praxair to third-party liability claims. In addition, such events could impact Praxair's customers and suppliers resulting in temporary or long-term outages and/or the limitation of supply of energy and other raw materials used in normal business operations. To mitigate these risks, Praxair evaluates the direct and indirect business risks, consults with vendors, insurance providers and industry experts, makes investments in suitably resilient design and technology, and conducts regular reviews of the business risks with management. Despite these steps, however, these situations are outside Praxair's control and may have a significant adverse impact on its financial results.

1.3.7 Retaining Qualified Personnel *The inability to attract and retain qualified personnel may adversely impact Praxair's business.*

If Praxair fails to attract, hire and retain qualified personnel, it may not be able to develop, market or sell its products or successfully manage its business. Praxair is dependent upon a highly skilled, experienced and efficient workforce to be successful. Much of Praxair's competitive advantage is based on the expertise and experience of key personnel regarding marketing, technology, manufacturing and distribution infrastructure, systems and products. The inability to attract and hire qualified individuals or the loss of key employees in very skilled areas could have a negative effect on Praxair's financial results.

1.3.8 Technological Advances *If Praxair fails to keep pace with technological advances in the industry or if new technology initiatives do not become commercially accepted, customers may not continue to buy Praxair's products and results of operations could be adversely affected.*

Praxair's research and development is directed toward developing new and improved methods for the production and distribution of industrial gases and the development of new markets and applications for the use of these gases. This results in the frequent introduction of new industrial gas applications and the development of new advanced air separation process technologies. Praxair also conducts research and development for its surface technologies to improve the quality and durability of coatings and the use of specialty powders for new applications and industries. As a result of these efforts, Praxair develops new and proprietary technologies and employs necessary measures to protect such technologies within the global geographies in which Praxair operates. These technologies help Praxair to create a competitive advantage and to provide a platform to grow its business. If Praxair's research and development activities do not keep pace with competitors or if Praxair does not create new technologies that benefit customers, future results of operations could be adversely affected.

1.3.9 Pension Liabilities *Risks related to pension benefit plans may adversely impact Praxair's results of operations and cash flows.*

Pension benefits represent significant financial obligations that will be ultimately settled in the future with employees who meet eligibility requirements. Because of the uncertainties involved in estimating the timing and amount of future payments and asset returns, significant estimates are required to calculate pension expense and liabilities related to Praxair's plans. Praxair utilizes the services of independent actuaries, whose models are used to facilitate these calculations. Several key assumptions are used in the actuarial models to calculate pension expense and liability amounts

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recorded in the consolidated financial statements. In particular, significant changes in actual investment returns on pension assets, discount rates, or legislative or regulatory changes could impact future results of operations and required pension contributions.

1.3.10 Operational Risks *Operational risks may adversely impact Praxair's business or results of operations.* Praxair's operating results are dependent on the continued operation of its production facilities and its ability to meet customer contract requirements and other needs. Insufficient or excess capacity threatens Praxair's ability to generate competitive profit margins and may expose Praxair to liabilities related to contract commitments. Operating results are also dependent on Praxair's ability to complete new construction projects on time, on budget and in accordance with performance requirements. Failure to do so may expose Praxair's business to loss of revenue, potential litigation and loss of business reputation.

Also inherent in the management of Praxair's production facilities and delivery systems, including storage, vehicle transportation and pipelines, are operational risks that require continuous training, oversight and control. Material operating failures at production, storage facilities or pipelines, including fire, toxic release and explosions, or the occurrence of vehicle transportation accidents could result in loss of life, damage to the environment, loss of production and/or extensive property damage, all of which may negatively impact Praxair's financial results.

1.3.11 Information Technology Systems *Praxair may be subject to information technology system failures, network disruptions and breaches in data security.*

Praxair relies on information technology (which is herein referred to as **IT**) systems and networks for business and operational activities, and also stores and processes sensitive business and proprietary information in these systems and networks. These systems are susceptible to outages due to fire, flood, power loss, telecommunications failures, viruses, break-ins and similar events, or breaches of security. Praxair has taken steps to address these risks and concerns by implementing advanced security technologies, internal controls, network and data center resiliency and recovery process. Despite these steps, however, operational failures and breaches of security from increasingly sophisticated cyber threats could lead to the loss or disclosure of confidential information, result in regulatory actions and have a material adverse impact on Praxair's operations, reputation and financial results.

1.3.12 Acquisitions and Joint Ventures *The inability to effectively integrate acquisitions or collaborate with joint venture partners could adversely impact Praxair's financial position and results of operations.*

In addition to the proposed business combination with Linde, Praxair has evaluated and expects to continue to evaluate, a wide array of potential strategic acquisitions and joint ventures. Many of these transactions, if consummated, could be material to its financial condition and results of operations. In addition, the process of integrating an acquired company, business or group of assets may create unforeseen operating difficulties and expenditures. Although historically Praxair has been successful with its acquisition strategy and execution, the areas where Praxair may face risks include:

the need to implement or remediate controls, procedures and policies appropriate for a larger public company at companies that prior to the acquisition lacked these controls, procedures and policies;

diversion of management time and focus from operating existing business to acquisition integration challenges;

cultural challenges associated with integrating employees from the acquired company into the existing organization;

the need to integrate each company's accounting, management information, human resources and other administrative systems to permit effective management;

difficulty with the assimilation of acquired operations and products;

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failure to achieve targeted synergies and cost reductions; and

inability to retain key employees and business relationships of acquired companies.

Foreign acquisitions and joint ventures involve unique risks in addition to those mentioned herein, including those related to integration of operations across different cultures and languages, currency risks and the particular economic, political and regulatory risks associated with specific countries. Also, the anticipated benefit of potential future acquisitions may not materialize. Future acquisitions or dispositions could result in the incurrence of debt, contingent liabilities or amortization expenses, or impairments of goodwill, any of which could adversely impact Praxair's financial results.

1.4 Risks Relating to the Business of Linde

1.4.1 Weakening economic conditions in markets in which Linde operates may adversely impact its business or results of operations.

As a company with global operations, Linde is subject to cyclical trends and the general development of the global economy. While the ongoing high level of sovereign debt in key European economies, as well as in the United States and major emerging markets, has faded somewhat into the background due to extensive intervention on the part of the central banks, the political uncertainty has increased. 2017 is an election year, with elections due to be held in several countries including Germany. The uncertainty surrounding the possible course charted out by new governments in Europe and North America could, among other things, put a damper on the investment climate and pose a threat to the anticipated growth in the medium term. It is expected that the new administration in the United States will bring about significant policy changes regarding, among other topics, foreign trade, imports, economic and energy-related policies, the consequences and extent of which cannot currently be assessed with certainty, but which may also have political and economic effects beyond the United States. The effects on global economic growth of interest rate levels, oil prices and expansive fiscal policies could fuel further uncertainty regarding structural reforms.

The United Kingdom referendum on the withdrawal from the European Union and related United Kingdom government action have created significant uncertainty about the future relationship between the United Kingdom and the European Union and have also given rise to calls for the governments of other European Union member states to consider withdrawal from the European Union. These developments or the perception that any of them could occur may have a material adverse effect on global economic conditions.

Linde may experience numerous economic challenges in the short to mid-term. The uncertainty regarding the stability of the positive growth outlook for the United States and the future monetary policy pursued by the Federal Reserve, as well as its impact on the currencies and economies of the emerging markets, are risk factors for the global economy. Following the rate hikes implemented by the Federal Reserve in 2016, it is not yet clear whether or not, and to what extent, central banks in other countries will also raise their interest rates in order to prevent large scale capital outflows. Interest rate policy measures could put the economies of certain countries under pressure and result in increased volatility on the financial markets, with a potential negative impact on the global economy.

The risk of a more pronounced growth slowdown than expected on the Asian and other high-growth markets, as well as the possibility of a continued weak economic environment in the South Pacific region, could have a negative impact on the global economy, as well as on the industries that Linde serves and its business. For example, in 2016, the ongoing weak economic environment in the manufacturing industry and a declining investment in the mining

industry had an adverse impact on growth of Linde's gases division (which is herein referred to as **Linde Gases Division**), prompting the need to identify and implement cost-cutting measures.

Further economic risks could arise from the uncertain political development of the world's geopolitical crisis spots. In particular, the global increase in the risk of terrorism could prompt short-term economic contractions.

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Should the global economy weaken significantly, there would be the threat of lost sales, a potential lack of new business, for example due to an ensuing reluctance to invest, and an increase in the risk of bad debts in the operating business due to the increasing inability of customers to make payments.

In its function as the parent company of The Linde Group, Linde AG holds investments in group companies. The carrying amounts of these investments run the risk of a diminution in value should the economic situation or exchange rates of these group companies change for the worse. This scenario might have an adverse impact on the net income of Linde AG.

Linde has a dual focus on its gases business and on its engineering project business (plant construction). These two businesses, and their different product areas and plant types, respectively, may be affected differently in terms of revenue and earnings when there are changes in certain economic conditions. In particular, the engineering project business may be materially impacted by a short-term decline of commodity prices (including oil and natural gas prices) or general economic conditions, which typically have a more direct effect on the willingness of its customers or potential customers to invest in new plants, the expansion of existing plants or other projects, on which Linde is dependent. Therefore, negative economic or other developments affecting the main industries that Linde addresses may have a negative effect on Linde's business, financial condition and results of operations.

1.4.2 The inability to effectively compete could adversely impact Linde's business or results of operations.

The competitive pressure facing Linde is mounting both on markets that offer significant growth potential and on more mature markets. This is being fueled, in particular, by weak growth prospects and the migration of existing industries. All the markets in which The Linde Group is active are also characterized by a trend towards improvement of cost-effective structures, which in turn would increase competition even further.

Existing or new competitors that may appear may develop their current products and technologies further or create alternative ones that are more attractively priced, offer higher quality or are more appealing for other reasons than Linde's products. If new or better developed products can be offered at more attractive prices, or if such products are more attractive than Linde's products for other reasons such as a higher degree of functionality, demand for Linde's products would fall, which could have a material adverse effect on Linde's business, financial condition and results of operations.

1.4.3 Cost pressure in the healthcare sector could adversely impact Linde's business or results of operations.

In the healthcare product area, cost pressure in the healthcare sector and the current trend towards outsourcing by government agencies and health insurance funds have intensified the risk of losing contracts. For example, in the United States, price reductions came into effect at the beginning of 2016 due to government tenders, and these cuts were stepped up further from July 1, 2016. However, some price cuts were subsequently postponed to the beginning of 2017. Such price cuts generally have a negative impact on Linde's revenue and earnings development. In addition, changes in the law, for example, with regard to case based lump sums or outsourcing and tendering processes, could have an adverse effect on the opportunities for developing new business in certain countries. In particular, competitive bidding processes may limit reimbursements that Linde is able to achieve from governments in the healthcare sector. These factors are especially relevant in sales markets in the United States and in Europe. For example, a potential expansion of Medicare's competitive bidding program in the United States or changes to the bidding or contracting process could limit Linde's ability to service Medicare beneficiaries in certain geographic markets.

Any materialization of these risks could result in material adverse effects on Linde's business, financial condition and results of operations.

Table of Contents**1.4.4 Risks associated with pricing may adversely impact Linde's business, financial condition or results of operations.**

Risks associated with the setting of prices generally arise in areas where certain cost increases cannot be passed on to the customer. The high level of volatility in energy prices and the price of raw materials mean that there is a risk that targets for revenue and earnings might not be met if the resulting increase in costs is not taken into consideration when contracts are agreed and prices are set, or not taken into consideration in a timely manner. Therefore risks associated with the setting of prices could have a significant adverse impact on Linde's business, financial condition and results of operations.

1.4.5 Customer and sales risks associated with the commercialization of new customer projects and existing projects could adversely impact Linde's business or results of operations.

Customer and sales risks associated with both the commercialization of new customer projects or follow-up projects and existing projects cannot be eliminated, especially in the growth markets. There might be technical or economic reasons on the customer side or in the sales markets which could require changes being made to the project or contract. As a result it may not be possible to produce the quantities originally assumed in the business plan in full or it may only be possible to produce such quantities behind schedule. This might give rise not only to uneconomic production processes, but also to significant adverse variances from budgeted cash flow, thereby jeopardizing the revenue and earnings targets attached to the investment.

In addition, Linde may be required to compensate customers for losses and damages if Linde is unable to manufacture and deliver the agreed products because, for example, it is unable to achieve the required production capacities in time. Such compensations could have a material adverse effect on Linde's business, financial condition and results of operations.

1.4.6 A sustained low oil and natural gas price environment could adversely impact Linde's business, financial condition or results of operations.

The global economic outlook and the further development of oil prices are interrelated. Sustained low prices for oil, natural gas and liquefied natural gas (which is herein referred to as **LNG**), or a drop in such prices, could further exacerbate the general reluctance to invest in the energy sector, particularly in those countries that are heavily reliant on oil or natural gas. This would, in turn, have a negative impact on the providers of capital-intensive goods from the industrialized nations. A prolonged phase of low oil prices would increase the risk of mounting insolvency rates among fracking companies in the United States or state bankruptcies, both of which would have a negative impact on the financial markets and the global economy.

The high oil price levels in the past have contributed to significant investments in Linde's products, such as large-scale plant manufacturing. However, demand for Linde's products has been affected by the decline of the oil price combined with the saturation of certain markets that had increased investment activity during periods of higher oil price levels, for example regarding the shale gas business in North America. While oil prices have recovered from prior comparative low levels, a decline in price, or oil price volatility, could have a negative impact on Linde's engineering division (which is herein referred to as **Engineering Division**) and the achievement of its short-term order intake targets. Potential customers in the petrochemical and natural gas processing industry could postpone their investment plans further in a climate of uncertainty. For example, in 2016, due to the low prices of oil, natural gas and LNG, the oil and gas industry reduced its investment level drastically, and other industries, such as the chemical industry, were affected as well by the low oil and gas prices. In addition, even if oil price levels further stabilize or increase, Linde's

customers may continue their restrictive investment policies and may further postpone new plant constructions or other major investment projects. When it comes to integrated gases projects in the energy sector, the reluctance to invest among customers is also a risk that affects the Linde Gases Division. Any such reluctance or failure of customers to invest in Linde's products and services could have a material adverse effect on Linde's business, financial condition and results of operations.

Table of Contents**1.4.7 *Increases in the cost of gas, raw materials and energy and/or disruption of Linde's supply chain could result in lost sales or adversely impact Linde's business or results of operations.***

A key element in the success of the business units is the ready availability of products and services purchased by Linde, which must be of suitable quality, and obtainable in appropriate quantities at prices in line with market conditions. This applies not only to certain gases which Linde does not produce itself, but also to other materials which are dependent on raw materials such as steel, aluminum and brass as well as energy.

Where take-or-pay agreements have been concluded with gases suppliers and long-term procurement strategies are in place, sales risks might possibly arise for The Linde Group if it has not also entered into corresponding agreements with customers. These procurement contracts often provide that compensation must be paid by Linde if there is a premature termination or if Linde buys less than the quantities originally specified. Such compensations could have a significant adverse impact on Linde's financial condition and results. Risks may also arise for The Linde Group if long-term procurement contracts are not matched by sales contracts covering a similarly long period.

1.4.8 *Linde's manufacturing, construction and other activities may lead to personal injury, environmental or property damage, which may have an adverse impact on Linde's business or results of operations.*

The manufacturing of products and construction of plants by The Linde Group may entail risks associated with the production, filling, storage and transport of raw materials, goods or waste, and the distribution of products and related logistics services. These risks might lead to personal injury, damage to property or environmental damage, which in turn might result in business interruptions, monetary penalties, compensation payments or environmental clean-up costs. The reputation of The Linde Group could also suffer if any such event were to occur.

Despite Linde's health and safety programs and other safety measures, Linde could incur substantial liability in excess of any applicable insurance that could adversely affect Linde's results of operations and financial condition.

The Linde Group's various operating processes are associated with risks which might lead to environmental damage. The Linde Group focuses on reducing emissions and on making continual improvements to its operations to ensure the efficient use of resources, materials and energy. However, the possibility that The Linde Group's activities might lead to environmental damage or that remediation works might cost more than originally budgeted cannot be ruled out.

1.4.9 *Production or other business interruptions, including with respect to catastrophic events, may adversely impact Linde's business or results of operations.*

A business interruption at one of Linde's main plants or at a customer's on-site plant could adversely affect the business, results of operations and reputation of The Linde Group. This would be particularly true if the interruption to the business were to be caused by an accident which also resulted in personal injury or damage to the environment. Risks also include machinery failure or plant breakdowns, which may lead to capacity bottlenecks.

A risk to Linde's employees and to the net assets, financial condition and results of operations of The Linde Group is also posed by catastrophic events, natural disasters, pandemics, acts of war and terrorist or other criminal attacks. Any such events may, for example, cause disruptions in the supply chain or the project business of Linde. These risks may also have an indirect impact on Linde if customers or suppliers of The Linde Group are significantly affected by any of them.

1.4.10 *Technical quality and other problems in plant construction projects may adversely impact Linde's business or results of operations.*

Complex major plant construction projects pose particular risks. The Linde Group's Engineering Division handles significant contracts which may be worth several hundred million euros and where construction may take a number of years and involve complex processes.

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Typically, the Engineering Division is involved in the design and construction of turnkey plants. Potential risks may arise as a result of the cost accounting and execution of such complex projects, which are subject to uncertainty. Risks may include unexpected technical problems, supply bottlenecks and quality problems with suppliers of major components, unforeseen developments during on-site assembly and problems with partners or subcontractors. Such risks may cause project delays and cost overruns and have a material adverse impact on Linde's business, financial condition or results of operations.

Linde operates technologically complex and interconnected production plants and builds such plants for customers. Any stoppage in or any technical failure of such plants could result in serious damage through accidents, loss of production, customers, revenue and reputation, as well as in penalties and liabilities to customers and other persons. Production of Linde's own plants as well as the assembly of customer's plants may be affected by loss of suppliers or interruptions in the delivery of raw materials, parts, subassemblies or components.

1.4.11 Risks related to counterparties, liquidity, interest rate movements and exchange rates may adversely impact Linde's financial results or cash flows.

Due to its global operations, Linde is exposed to a number of financial risks. In particular, these include credit risks, counterparty risks, liquidity risks and risks arising from movements in interest rates and exchange rates. Interest rate risk arises as a result of fluctuations in interest rates caused by the markets. These fluctuations affect both the interest expense borne by Linde and the fair values of financial instruments. In the case of exchange rate risks, there are operational transaction risks, which are the result, for example, of supply contracts for individual projects spread across different currency zones, and translation risks, which arise from currency translation of the financial statements of subsidiaries where those subsidiaries have a functional currency other than The Linde Group's reporting currency. Counterparty risks arise where one or more counterparties (for example, customers) are unable to perform their contractual obligations, including paying amounts owed to Linde in full and on time. For example, in the recent past Linde has experienced counterparty insolvency in the U.K. steel sector. Any materialization of counterparty risks may lead to bad debts owed to The Linde Group and the inability to collect outstanding receivables. Any of these financial risks may have a material adverse effect on Linde's business, financial results or cash flows.

1.4.12 Risks related to pension scheme commitments may adversely impact Linde's financial results or cash flows.

In more than 50 countries, including Germany, companies in The Linde Group have defined benefit commitments to their employees under occupational pension schemes. Depending on the structure of the schemes, one-off payments may be made or the employees may be entitled to a pension for life with an annual increase which may be variable or inflation-linked. As a result, The Linde Group is exposed to risks arising from unexpectedly high rates of inflation or increases in life expectancy.

The amount of the obligation is the actuarial present value of all pension commitments and is expressed as the defined benefit obligation under IFRS. The amount of the obligation is subject to annual changes in the valuation assumptions, especially those relating to the discount rate and the rate of inflation. This gives rise to interest rate risks and inflation risks.

In most pension schemes, the obligation is covered by assets which are maintained separately. The worth of the pension assets is subject to fluctuations in the fair value of those assets: for example, bonds and shares. Therefore, Linde is exposed to market risks, especially interest rate risks, spread risks and equity risks.

The risks relating to pension obligations on the one hand and to pension assets on the other hand, and therefore to the net funding position of pensions, are quantified and evaluated on a regular basis by Linde. There is a natural conflict between a significant reduction of the risk and the achievement in the long term of the return on assets required to keep pace with the potential increase in the obligation.

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Inadequate future investment performance of pension assets or adverse changes in assumptions associated with Linde's pension schemes could have a material adverse effect on its financial results or cash flows.

1.4.13 Linde's operations are subject to changes in political, legal or social circumstances, which may adversely impact its business or results of operations.

Linde's business is exposed to economic, political and legal risks due to the international nature of its business. Some of the countries in which Linde manufactures or offers services or into which it exports are subject to significantly reduced economic, political, social and legal stability.

A fundamental risk for Linde is posed by potential radical changes in the political, legal and social environment. Potential risks that Linde might encounter in different countries as a global corporation include the nationalization or expropriation of assets, legal risks, the prohibition of capital transfers, bad debts with government institutions, war, terrorist attacks and other unrest. Political unrest and wars may also be the cause of indirect risks (economic risks, project risks and risks associated with commercialization), as a result for example of political and economic sanctions that may extend beyond the borders of the actual region in crisis. For example, the current conflict between Russia and Ukraine, including sanctions imposed on Russia related thereto, might have an impact on Linde's large plant construction business in Russia, leading to delays or cancellations relating to the implementation of existing projects. There could also be an indirect negative impact on Linde companies in other countries in the Linde Gases Division and in other markets in the Engineering Division if Linde customers were to change their investment or business plans as a result of the relevant political unrest or due to any imposition or escalation of sanctions.

There is also the risk that embargoes or sanctions are agreed or imposed for certain countries in which Linde operates, which could have an adverse impact on existing trading relations or investment plans which are in place even before the embargo comes into force.

1.4.14 Risks arising from the acquisition and sale of companies as well as the entry into or exit from joint ventures may adversely impact Linde's business or results of operations.

Linde is exposed to risks in connection with the acquisition and sale of companies, products, and technologies as well as risks in connection with the entry into or exit from joint ventures, in addition to the proposed business combination with Praxair. Linde has completed a variety of such transactions in the past, which are associated with complex risks, and expects to continue to carry out such acquisitions and sales and entering into joint ventures in the future. The corresponding risks include delays and challenges that could arise in the process of integrating companies acquired into The Linde Group or due to an inadequate review of business and other risks in the context of the acquisition of a company or in the context of a joint venture. In addition, there is the risk that Linde's profitability might be reduced because of successful claims made against Linde relating to representations and warranties given in the course of the sale of a company or contractual arrangements in the context of a joint venture, or relating to known or unknown liabilities of any divested business for which Linde may be held responsible during or after a divestiture. There can be no assurance that Linde will be able to identify suitable targets or complete acquisitions or enter into joint ventures on favorable terms or at all, find buyers for the businesses it intends to divest or achieve the expected proceeds from a divestiture.

Acquisitions carry many additional risks. These include, among others:

It may not be possible to successfully integrate the acquired business, including its administrative functions such as accounting and human resources.

It may not be possible to integrate the acquired technologies or products with current products and technologies.

It may not be possible to retain key personnel of the acquired business.

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The purchaser may assume material unknown liabilities of acquired companies, including legal or intellectual property contingencies or other significant risks that may not have been detected by the due diligence process.

It may be difficult to implement, restore, or maintain internal controls, procedures, and policies. In addition, acquisitions and joint ventures may be capital intensive and tie up valuable management resources. It is also possible that not all material risks in connection with the establishment of joint ventures will be identified in the due diligence processes or that any such risks will be identified or sufficiently taken into account in the decision-making process or the respective agreements. Furthermore, in joint ventures or other co-operations and partnerships, Linde has only limited influence on the organization and business success of the entities concerned. Thus, Linde's ability to exploit the strategic potential of such joint ventures, co-operations and partnerships may be impaired if Linde were unable to agree with its partners on a common strategy and its implementation. The interests of Linde's partners may also conflict with Linde's interests and Linde may be prevented, for example due to the governance structure and rights allocation within the joint venture and the applicable partnership agreements, from achieving its own goals. Moreover, the acquired businesses or joint venture entities might not perform as anticipated, due to technical or other difficulties or changing framework conditions. In such cases, Linde may be forced in the future to recognize impairment losses on assets acquired or the goodwill of the cash-generating unit(s) to which the goodwill resulting from the applicable acquisition was allocated to, or on the participation relating to a joint venture entity. Such underperformance or any technical or other difficulties may have a negative effect on Linde's financial condition and cash flows, resulting in less than expected revenues and potentially requiring Linde to contribute additional, unexpected funds to enable the continued operations of the joint venture or to service financial or other debts of the joint venture entity. Any such conflicts may also give rise to claims, which can be costly and time consuming and have a negative effect on the future performance of the joint venture. Further, Linde is exposed to risks associated with the business of the acquired businesses, some of which Linde may not presently be aware of; and Linde might not have indemnification claims against the sellers or former shareholders of the acquired business for any such risks.

1.4.15 Linde may fail to recognize growth opportunities or realize expected benefits of strategic initiatives, including efficiency programs.

Linde's long-term growth targets are based on, among other things, the growth areas of energy, the environment and healthcare, as well as on dynamic trends in fast-growing economies.

Failure to identify growth opportunities and execute productivity improvements may limit increases in profitability and may have a material adverse effect on Linde's market and financial position. These risks can materialize from inadequate processes or a lack of resources to identify opportunities and exploit them.

There are also risks associated with the internal measures adopted by The Linde Group to achieve its targets. These include strategic initiatives, for example, the expansion of the product portfolio, acquisition and investment projects and innovation. The risks associated with such projects are principally the result of the uncertainty attached to assumptions about the future development of the underlying business model and to the amount of the net investment in an acquisition project or the net cash inflow from an investment project. Linde may fail to execute or achieve anticipated outcomes of its strategic initiatives, which may affect how the market perceives Linde and could impede its growth and profitability.

Overexposure to a single region, customer segment or a particular technology might, for example, have an adverse impact on Linde's net assets, financial position and results of operations and on its future growth prospects if the assumed overall circumstances change, for example, in a situation where economic conditions worsen or customers fail to extend their contracts.

In addition, Linde has two major programs in place to enhance efficiency. With the Focus program, Linde has taken key organizational adjustment steps in recent years with the aim of reducing

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costs by up to 180 million per year from 2015 to 2017, as a result of these measures. The LIFT program, launched in the autumn of 2016, includes measures to further optimize Linde's portfolio, review and streamline the range of products and services offered as well as regional activities, for example by withdrawing from unattractive regional markets, further strengthen regional responsibilities, and invest in digital distribution channels. The LIFT program is also designed to run for a period of three years and aims to generate further planned savings of around 370 million per year from 2019 onwards. Linde may also implement further efficiency improvement and cost saving initiatives in the future. Linde has incurred, and may continue to incur further substantial restructuring costs and cash-outs, including severance payments and capital expenditures. If historical costs and expenses and those Linde will continue to incur as part of its efficiency improvement measures are not offset by future savings, Linde's financial position may be adversely affected. Expected efficiency improvements and cost savings are based on certain assumptions and estimates and are therefore subject to uncertainties. There can also be no assurance that these initiatives will bring about the targeted cost savings, efficiencies and the expected increase in Linde's business potential and earnings.

Any failure to timely implement efficiency improvements and cost savings measures, or the realization of any of the aforementioned risks during or after the implementation, may have a material adverse effect on Linde's business, results of operations, financial position, cash flows and prospects.

1.4.16 Linde might be subject to IT failures, network or system interruptions, data loss and breaches in data security.

Many processes in the Linde organization are dependent on the reliability of the IT infrastructure, software applications and data. Therefore, breakdowns or interruptions in the relevant systems or data loss generally have a negative impact on business processes or production. Longer-term shutdowns or critical data loss could adversely affect the net assets, financial position and results of operations of The Linde Group. Breaches of data protection rules, unauthorized data retrieval or the loss of personal data or sensitive corporate data might result in compensation claims, penalty charges, competitive losses and long-term damage to reputation and a loss of confidence in Linde.

IT failures, network or system interruptions, data loss, breaches in data security or any other IT failure may adversely impact the company's business and results of operations.

1.4.17 Risks related to the development of, or the access to, technology may adversely impact Linde's business or results of operations.

Linde's success is dependent in part on its continued investment in technologies to develop new products and services across all businesses, new applications for existing products or to design effective means for producing industrial gases. Innovative projects differ from normal capital expenditure projects because of their novelty. Generally, the more innovative the project, the greater the risks attached to it. Despite the opportunities for growth which may be presented by the activities of Linde's research departments, there is a risk that, due to the high level of complexity of the technologies and markets and the fast rate of change associated with them, projects might be postponed, or might not be able to proceed for technological, economic, legal, or safety reasons. The collaboration with research and development partners can give rise to additional risks to the projects' success, for example, the risk that a partner becomes insolvent. On the other hand, there is also the risk that competitors might develop new technologies faster or in a more sustainable manner than Linde and then launch those onto the market and through this present a threat to Linde's core technologies. Failure to access or develop technology or anticipate, manage or adopt technological changes in operations or product applications on a timely basis could have a material impact on Linde's future business and results of operations.

1.4.18 *The inability to attract or retain qualified personnel may adversely impact Linde's business or results of operations.*

Linde's success is dependent on its highly skilled, experienced and efficient workforce. The inability to attract and hire qualified individuals or the loss of key employees in skilled areas could have a negative effect on Linde's business or results of operations.

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1.4.19 Potential labor union disputes may adversely impact Linde's business or results of operations.

A portion of Linde's employees are covered by various national collective bargaining agreements, which set minimum standards for employment. A prolonged failure of unions to renew or renegotiate a collective bargaining agreement could result in industrial action or other labor unrest that is outside of The Linde Group's control.

This could disrupt Linde's business and may result in a breach of service parameters or contracts. If not resolved in a timely and cost-effective manner, such industrial action or other labor unrest could prevent or hinder Linde's operations from being carried out normally and could have a material adverse effect on Linde's business and results of operations.

1.5 Risks Relating to the Regulatory Environment and Legal Risks

1.5.1 Praxair, Linde and Linde plc are subject to a variety of international government regulations. Changes in these regulations could have an adverse impact on the business, financial position and results of operations.

Praxair, Linde and Linde plc are subject to regulations in the following areas, among others:

environmental protection including climate change;

domestic and international tax laws and currency controls;

safety;

securities laws applicable in the United States, the European Union, Germany, Ireland, and other jurisdictions;

trade and import/export restrictions, as well as economic sanctions laws;

antitrust matters;

global anti-bribery laws, including the U.S. Foreign Corrupt Practices Act; and

healthcare regulations.

Changes in these or other regulatory areas may impact Praxair's and Linde's profitability, may require Praxair and Linde to spend additional resources to comply with the regulations, or may restrict their ability to compete effectively in the marketplace. Noncompliance with such laws and regulations could result in penalties or sanctions that could

have an adverse impact on Praxair's and Linde's financial results and/or reputation.

Praxair and Linde are subject to various environmental and occupational health and safety laws and regulations, including those governing the discharge of pollutants into the air or water, the storage, handling and disposal of chemicals, hazardous substances and wastes, the remediation of contamination, the regulation of greenhouse gas emissions, and other potential climate change initiatives. Violations of these laws could result in substantial penalties, third-party claims for property damage or personal injury, or sanctions. Particularly in the healthcare product area, which is largely state-regulated, regulatory changes could have material adverse effects on the companies' profitability or on the opportunities for developing new business. Other examples are the design of the EU emissions trading system, including the additional administrative burdens and costs related thereto, and the extra burden being placed on energy-intensive industrial gases production by the increase in electricity prices as a result of additional statutory levies. Praxair and Linde may also be subject to liability for the investigation and remediation of environmental contamination at properties that they own or operate and at other properties where they or their predecessors have operated or arranged for the disposal of hazardous wastes.

In addition, Praxair and Linde are affected by measures being taken to regulate the international financial markets. In a variety of jurisdictions, Praxair and Linde must comply with comprehensive rules and reporting requirements when processing financial transactions. Breaches of these rules and requirements may incur significant penalties from the relevant supervisory authorities.

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Examples are the Dodd Frank Act in the United States and the European Market Infrastructure Regulation (which is herein referred to as **EMIR**) in Europe. EMIR sets, among others, clearing obligations for certain standardized over-the-counter derivative contracts, requires risk mitigation techniques for non-standard over-the-counter derivatives (*i.e.*, portfolio reconciliation and dispute resolution, timely deal confirmation, and portfolio compression) and introduced an obligation to report all trades in defined instruments to trade repositories. German law requires annual auditing and certification of Linde's EMIR compliance by an auditor. Non-compliance with EMIR obligations may be subject to a fine and be made public by BaFin.

Praxair and Linde are subject to a particularly extensive legal and regulatory framework, including numerous laws aiming at preventing fraud and abuse, marketing, billing, documenting and record keeping, and an expanded regulatory oversight. A greater degree of regulatory scrutiny, together with an extensive legal and regulatory framework, increases the risks that the relevant operations will fail to comply with the applicable laws and regulations and be exposed to civil and criminal liability. This could have a material adverse effect on the companies' competitiveness, profitability and financial position.

1.5.2 *The outcome of litigation or governmental investigations may adversely impact Praxair's or Linde's business or results of operations.*

With their international operations, Linde and Praxair are exposed to numerous legal risks. These may include, in particular, risks relating to claims or governmental investigation relating to product liability, competition and antitrust law, export control, customs regulations, labor law, data protection, supply contracts, engineering projects, patent law, tax legislation, healthcare regulations and environmental protection, among others. Praxair, Inc. and certain of its subsidiaries as well as certain companies in The Linde Group are party to various lawsuits and governmental investigations arising in the ordinary course of business. Adverse outcomes in some or all of the claims pending may result in significant monetary damages or injunctive relief that could adversely affect Linde plc's, Praxair's and Linde's ability to conduct business. The litigation and other claims Praxair and Linde face are subject to inherent uncertainties. Legal or regulatory judgments or agreed settlements might give rise to expenses which are not covered, or are not fully covered, by insurance benefits and may also lead to negative publicity and reputational damage. An unfavorable outcome or determination could cause a material adverse impact on Linde plc's, Praxair's and Linde's results of operations.

1.5.3 *Praxair and Linde are subject to anti-corruption laws in the jurisdictions in which they operate, as well as trade compliance and economic sanctions laws and regulations. A failure to comply with these laws and regulations may subject the companies to civil and criminal penalties, harm their reputation and materially adversely impact their respective businesses or results of operations.*

Doing business globally requires Praxair and Linde to comply with the laws and regulations of numerous jurisdictions, placing restrictions on operations and business practices. Certain laws and regulations, such as those related to anti-corruption, trade and compliance and economic sanctions, require Praxair and Linde to implement policies and procedures designed to ensure that Praxair and Linde, their employees and other intermediaries comply with the applicable restrictions. These restrictions include prohibitions on the sale or supply of certain products, services and any other economic resources to embargoed or sanctioned countries, governments, persons and entities. Compliance with these restrictions requires, among other things, screening of business partners. Praxair currently conducts operations in Russia and Linde currently conducts operations in Russia and Iran, in each case, in accordance with applicable economic sanctions laws. Despite the companies' commitment to legal compliance and corporate ethics, neither can ensure that its policies and procedures will always protect it from intentional, reckless or negligent acts

committed by employees or agents under the applicable laws. In addition, such restrictions on operations and business practices as well as required procedures may become more stringent or cumbersome in the future, including as a result of changes in applicable laws and regulations. Furthermore, as a result of the business combination and the transaction structure, Praxair and Linde may become subject to additional laws and regulations that, among other things, may place further restrictions on the companies' operations.

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and business practices, and may lead to Linde plc losing existing business or limiting its ability to generate new business, which could have an adverse effect on their respective operations in these or other countries, and may result in certain categories of investors divesting Linde plc securities, which could in turn have an adverse effect on the prices of Linde plc's securities. Violations of anti-corruption laws, export control laws and regulations, and economic sanctions laws and regulations are punishable by civil penalties, including fines and debarment from government contracts, as well as criminal fines and imprisonment. If Praxair or Linde fails to comply with laws governing the conduct of international operations, Praxair or Linde may be subject to criminal and civil penalties and other remedial measures, which could materially adversely affect its reputation, business and results of operations.

1.5.4 *Potential product defects or inadequate customer care may adversely impact Praxair's and Linde's business or results of operations.*

Risks associated with products and services may result in potential liability claims, the loss of customers or damage to Praxair's and The Linde Group's reputation. Principal possible causes of risks associated with products and services are product defects or an inadequate level of customer care when Praxair and Linde are providing services.

Praxair and The Linde Group are exposed to legal risks relating to product liability in the countries where they operate, including countries such as the United States, where legal risks—in particular legal risks stemming from class action product liability—have historically been more significant than in other countries. The outcome of any pending or future products and services proceedings or investigations cannot be predicted and legal or regulatory judgments or agreed settlements may give rise to significant losses, costs and expenses.

The manufacturing and sale of products as well as the construction of plants by Praxair and The Linde Group may give rise to risks associated with the production, filling, storage, handling and transport of raw materials, goods or waste. Industrial gases are potentially hazardous substances and medical gases and the related healthcare services must comply with the relevant specifications in order to not adversely affect the health of patients treated with them.

These products and services, if not handled or performed appropriately, might lead to personal injuries, business interruptions, environmental damages or other significant damages, which may result in a number of negative consequences, including:

liability payments, losses, monetary penalties or compensation payments;

environmental clean-up costs or other costs and expenses;

exclusion from certain market sectors deemed important for future development of the business; and

loss of reputation.

In addition, neither Praxair nor Linde can exclude any product defects or inadequate provision of services. Risks associated with products and services may result in negative consequences such as potential liability claims, contracts failing to be extended, contractual penalties, inclusion in lists of prohibited counterparties and damage to the companies' reputation. Such consequences may have a material adverse effect on Praxair's and Linde's respective

businesses and results of operations.

1.5.5 Any claims beyond Praxair's or Linde's insurance coverage limits, or that are otherwise not covered by Praxair's or Linde's insurance, may result in substantial costs, a reduction in its available capital resources and may have an adverse impact on Praxair's or Linde's financial results or cash flows.

Praxair and Linde carry various forms of business and liability insurance in types and amounts believed reasonable and customary for similarly situated companies in the industry. However, Praxair and Linde are not able to have insurance coverage for all of the risks and liabilities assumed in connection with their respective businesses, including product liability, breakdown of machinery, damages to buildings and other assets, injuries to employees, customers or vendors and environmental

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contamination. In addition, insurance policies generally have deductibles or limits that reduce the amount of Praxair's and Linde's potential recoveries from insurance. As a result, not all of the companies' potential business losses are covered under their respective insurance policies. Should Praxair or Linde sustain a significant uncovered loss, this could reduce their respective net income or result in a net loss. Additionally, if one or more insurance counterparties were to fail, Praxair or Linde would bear the entire amount of an otherwise insured loss. As a result, any claims beyond Praxair's or Linde's insurance coverage limits or that are otherwise not covered by their insurance or are made against non-solvent parties may have a material adverse effect on the companies' financial results or cash flows.

1.5.6 *Praxair and Linde may not be successful in protecting their intellectual property rights or in avoiding infringement claims relating to intellectual property rights of third parties.*

Praxair and Linde own a large number of patents and other intellectual property. While there is a presumption that patents are valid, the granting of a patent does not necessarily imply that they are effective or that potential patent claims can be enforced to the degree required or desired. In addition, Praxair and Linde cannot guarantee that all the patents they have applied for or planned in connection with new technological developments will be granted in each of the countries where the companies consider this necessary or desirable. Also, the possibility that third parties may infringe Praxair's or Linde's patents and/or other intellectual property rights and that the companies, for legal or factual reasons, might be unable to halt such infringements, cannot be excluded.

In addition, non-confidential know-how and industrial secrets that are not patented or cannot be patented are of paramount importance in Praxair's and Linde's business, in particular in areas with technologically demanding products and production processes.

Should Praxair or Linde not be able to protect their intellectual property, they may not be able to profit from the advances in technology it has achieved, which could lead to a reduction in its future results of operations. This could affect their respective competitive position and any resulting reduction in revenues would have a material adverse effect on Praxair's or Linde's business, financial condition and results of operations.

In addition, Praxair and Linde cannot exclude the possibility that they infringe or will infringe the patents and other intellectual property rights of third parties. If that were to happen, Praxair or Linde would be prevented from using the affected technologies in the countries where such intellectual property rights were granted. In such cases, Praxair and Linde may be prohibited from manufacturing or marketing certain products and may be forced to obtain licenses or make changes to its manufacturing processes. Further, it could be exposed to demands for compensation for infringements. Praxair and Linde could also be forced to purchase licenses to make use of technology from third parties, which would entail corresponding costs.

If such events occur, they may have a material adverse effect on Praxair's or Linde's competitiveness, business, profitability and financial position.

1.5.7 *U.S. civil liabilities may not be enforceable against Linde plc.*

Linde plc is organized under the laws of Ireland and substantial portions of its assets will be located outside of the United States. In addition, certain members of the board of directors of Linde plc (which is herein referred to as the **Linde plc board of directors**), the Linde supervisory board and the Praxair board of directors, and certain members of the Linde executive board and officers of Linde AG and Linde plc, as well as certain experts named herein, reside outside the United States. As a result, it may be difficult for investors to effect service of process within the United

States upon Linde plc, Linde AG or such other persons residing outside the United States, or to enforce outside the United States judgments obtained against such persons in U.S. courts in any action, including actions predicated upon the civil liability provisions of the U.S. federal securities laws. In addition, it may be difficult for investors to enforce, in original actions brought in courts in jurisdictions located outside the United States, rights predicated upon the U.S. federal securities laws.

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A judgment for the payment of money rendered by a court in the United States based on civil liability would not be automatically enforceable in Ireland. There is no treaty between Ireland and the United States providing for the reciprocal enforcement of foreign judgments. The following requirements must be met before the foreign judgment will be deemed to be enforceable in Ireland:

- (i) the judgment must be for a definite sum;

- (ii) the judgment must be final and conclusive; and

- (iii) the judgment must be provided by a court of competent jurisdiction.

An Irish court will also exercise its right to refuse judgment if the foreign judgment (a) was obtained by fraud; (b) violated Irish public policy; (c) is in breach of natural justice; or (d) if the judgment is irreconcilable with an earlier foreign judgment.

Based on the foregoing, there can be no assurance that U.S. investors will be able to enforce against Linde plc, any member of its board of directors, the Linde supervisory board or executive board, or the Praxair board of directors, or any officer of such companies, or any expert named herein who is a resident of a country other than the United States, any judgments obtained in U.S. courts in civil and commercial matters, including judgments under the U.S. federal securities laws.

In addition, there is doubt as to whether an Irish court would accept jurisdiction and impose civil liability on Linde plc, any member of its board of directors, the Linde supervisory board or executive board, or the Praxair board of directors, or any officer of such companies, or any expert named herein who is a resident of a country other than the United States, in an original action predicated solely upon the U.S. federal securities laws brought in a court of competent jurisdiction in Ireland against Linde plc or such member, officer or expert, respectively.

1.6 Risks Relating to Tax Matters

1.6.1 A change in Linde plc's tax residency could have a negative effect on Linde plc's future profitability, and may trigger taxes on dividends or exit charges.

Linde plc intends to manage its affairs so that it is centrally managed and controlled in, and effectively managed from, the United Kingdom and therefore has its tax residency only in the United Kingdom. However, we cannot assure you that Linde plc is or will continue to be resident only in the United Kingdom for tax purposes.

Under current Irish legislation, a company is regarded as resident for tax purposes in Ireland if it is centrally managed and controlled in Ireland, or, in certain circumstances, if it is incorporated in Ireland. Under current U.K. legislation, a company that is centrally managed and controlled in the United Kingdom is regarded as resident in the United Kingdom for taxation purposes unless it is treated as resident in another jurisdiction pursuant to any appropriate double tax treaty with the United Kingdom. Other jurisdictions may also seek to assert taxing jurisdiction over Linde plc. For example, a company is subject to German taxation on its worldwide income if it has either its registered seat or place of effective management and control in Germany. This is a question of fact and needs to be determined on an

overall assessment of the actual circumstances. Where a company is treated as tax resident under the domestic laws of both the United Kingdom and Ireland, article 4(3) of the Double Tax Convention between Ireland and the United Kingdom (which is herein referred to as the **residence tie-breaker**) currently provides that the company shall be treated as resident only in one of those two jurisdictions if its place of effective management is situated there. A similar situation would exist if Linde plc was treated as a tax resident under the domestic laws of both the United Kingdom and Germany, or of Ireland and Germany.

The Organisation for Economic Co-operation and Development has proposed a number of measures relating to the tax treatment of multinationals, some of which are to be implemented by amending double tax treaties through a multilateral instrument (which is herein referred to as the **MLI**). The MLI has been signed by a number of countries, including Ireland and the United Kingdom. The MLI allows signatories to opt into or out of certain changes: the effect for a given double tax convention depends on the options chosen by the two contracting states. Ireland and the

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United Kingdom have indicated they intend to change the residence tie-breaker so that it will depend on a ruling by the competent authorities (that is, the tax authorities) of the two contracting states, instead of an objective application of the place of effective management test. Accordingly, if Ireland and the United Kingdom maintain their position and enough other countries ratify the MLI, the residence tie-breaker would be amended to depend on a determination by Irish Revenue Commissioners and HM Revenue and Customs. It is not certain when this will take place nor what factors will be taken into account in making the determination, but Linde plc does not expect such a determination to alter its tax residency.

It is possible that in the future, whether as a result of a change in law (including the entry into force of the MLI or a change to the intention of Ireland or the United Kingdom in relation to the MLI) or the practice of any relevant tax authority or as a result of any change in the conduct of Linde plc's affairs, Linde plc could become, or be regarded as having become, resident in a jurisdiction other than the United Kingdom. If Linde plc ceases to be resident in the United Kingdom and becomes resident in another jurisdiction, it may be subject to U.K. exit charges, and could become liable for additional tax charges in the other jurisdiction (including, by way of example, dividend withholding taxes or corporate income tax charges). If Linde plc were to be treated as resident in more than one jurisdiction, it could be subject to multiple taxation. If, for example, Linde plc were considered to be a tax resident of Ireland, Linde plc could become liable for Irish corporation tax and any dividends paid by it could be subject to Irish dividend withholding tax. If Linde plc were to be treated as tax resident in Germany, it would become liable for German corporate income tax on its worldwide income and trade tax on its income allocable to its German business, and dividends paid by Linde plc to its shareholders could be subject to German dividend withholding tax, and such tax may not be fully creditable or refundable under a double tax convention or the domestic rules of a shareholder.

1.6.2 The relevant criteria for Linde plc's treatment as a foreign corporation for U.S. federal tax purposes may not be met, or the IRS may not agree with the conclusion that Linde plc should be treated as such.

Although Linde plc is incorporated in Ireland, the U.S. Internal Revenue Service (which is herein referred to as the **IRS**) may assert that Linde plc should be treated as a U.S. corporation (and, therefore, a U.S. tax resident) for U.S. federal income tax purposes pursuant to Section 7874 of the U.S. Internal Revenue Code of 1986, as amended (which is herein referred to as the **Code**). Further, changes to Section 7874 of the Code or the U.S. Treasury Regulations promulgated thereunder, or interpretations thereof, could affect Linde plc's status as a foreign corporation.

For U.S. federal income tax purposes, a corporation is generally considered a U.S. domestic corporation (or U.S. tax resident) if it is organized in the United States, and a corporation is generally considered a foreign corporation (or non-U.S. tax resident) if it is not a U.S. domestic corporation. Because Linde plc is an entity incorporated in Ireland, it would generally be classified as a foreign corporation (or non-U.S. tax resident) under these rules. However, Code Section 7874 provides an exception under which a foreign incorporated entity may, in certain circumstances, be treated as a U.S. domestic corporation for U.S. federal income tax purposes.

Unless Linde plc has satisfied the substantial business activities exception, as defined in Section 7874 and described in more detail below (which is herein referred to as the **Substantial Business Activities Exception**), Linde plc would be treated as a U.S. domestic corporation (*i.e.*, as a U.S. tax resident) for U.S. federal income tax purposes under Code Section 7874 if the percentage (by vote or value) of Linde plc shares considered to be held by former holders of Praxair shares after the merger by reason of holding Praxair shares for purposes of Code Section 7874 (which is herein referred to as the **Section 7874 Percentage**) is 60% or more (if, as expected, the Third Country Rule applies; under the Third Country Rule, if (i) there is an acquisition of a domestic company by a foreign acquiring company in which the Section 7874 Percentage is at least 60% (reduced from the general 80% threshold otherwise applicable under Section 7874 of the Code and the U.S. Treasury Regulations promulgated thereunder), and (ii) in a related acquisition,

such foreign acquiring company acquires another foreign corporation and the foreign acquiring company is not subject to tax as a resident in the foreign country in which the acquired foreign corporation was subject to tax as a

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resident prior to the merger, then the foreign acquiring company will be treated as a U.S. domestic corporation for U.S. federal income tax purposes). In order for Linde plc to satisfy the Substantial Business Activities Exception, at least 25% of the employees (by headcount and compensation), real and tangible assets and gross income of the Linde plc expanded affiliated group must be based, located and derived, respectively, in the country in which Linde plc is a tax resident after the merger. The Substantial Business Activities Exception is not expected to be satisfied.

The Section 7874 Percentage is currently expected to be less than 60%. However, the calculation of the Section 7874 Percentage is complex, is calculated based on the facts as of the effective time of the merger, is subject to detailed regulations (the application of which is uncertain in various respects and would be impacted by changes in such regulations) and is subject to factual uncertainties (including fluctuations in the value of Praxair shares, and therefore in the value of Linde plc shares, as of the effective time of the merger). As a result, the IRS could assert that the Section 7874 Percentage is greater than or equal to 60% and that Linde plc therefore is treated for U.S. federal income tax purposes as a U.S. domestic corporation (*i.e.*, as a U.S. tax resident). If the IRS successfully challenged Linde plc's status as a foreign corporation, significant adverse tax consequences would result for Linde plc, the combined group and for certain of Linde plc's stockholders.

Linde plc is not currently expected to be treated as a domestic corporation, but it is possible that changes in U.S. federal income tax law or changes in the facts and circumstances of the transactions contemplated in the business combination agreement could alter that result. Linde plc may decide in accordance with the German Takeover Act to lower the minimum acceptance condition prior to the expiration of the offer acceptance period. However, if the number of validly tendered Linde shares is not at least 74% of all outstanding Linde shares (as of any date of determination no earlier than the date on which the results of the exchange offer as of the expiration of the additional acceptance period are finally determined), then Praxair and Linde will each have the right to terminate certain specified covenants, including the covenant to obtain regulatory approvals, which, in turn, is expected to result in the termination of the business combination. In addition, Praxair and Linde will each have the right to terminate such specified covenants, subject to tax resolution procedures agreed by the parties, if certain changes in U.S. federal income tax law occur (including certain proposed changes) that, if finalized and made effective, should cause Linde plc to be treated as a domestic corporation. But, if only the facts and circumstances of the transactions contemplated in the business combination agreement change, then Praxair and Linde may not be able to terminate such specified covenants (and, as a result, may not be able to terminate the business combination) after the expiration of the exchange acceptance period, even if Linde plc would be treated as a domestic corporation upon the completion of the business combination.

1.6.3 The merger and the exchange offer may not qualify as exchanges described in Section 351(a) of the Code or as exchanges pursuant to a plan of reorganization within the meaning of Section 368(a) of the Code.

The merger is expected to qualify as an exchange described in Section 351(a) of the Code and as an exchange pursuant to a plan of reorganization within the meaning of Section 368(a) of the Code, and the exchange offer is expected to qualify as an exchange described in Section 351(a) of the Code and may also qualify as an exchange pursuant to a plan of reorganization within the meaning of Section 368(a) of the Code. In general, assuming the merger and the exchange offer so qualify, U.S. holders of Praxair and Linde shares would, respectively and except with respect to any cash received in lieu of a fractional entitlement to Linde plc shares, recognize gain (but not loss) on the Praxair shares exchanged in the merger, and not recognize any gain, income or loss on the Linde shares exchanged in the exchange offer. However, the requirements for such qualifications are complex and subject to legal and factual uncertainties.

It is not a condition to the closing of the business combination in the business combination agreement that the merger or the exchange offer qualify as an exchange described in Section 351(a) of the Code or as an exchange pursuant to a plan of reorganization within the meaning of Section 368(a) of the Code for U.S. federal income tax purposes, and none of Linde plc, Linde or Praxair

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intends to request a ruling from the IRS regarding the U.S. federal income tax consequences of the merger or the exchange offer. Consequently, there is no guarantee that the IRS will agree that the merger and exchange offer so qualify. If the IRS successfully challenges the treatment of the merger or the exchange offer, the tax consequences to U.S. holders may differ from those described above and, particularly with respect to Linde shareholders, adverse U.S. federal income tax consequences may result, including the recognition of taxable gain by certain holders of Linde shares (including U.S. holders and certain foreign persons).

1.6.4 Transfers of Linde plc ordinary shares may be subject to Irish stamp duty.

For the majority of transfers of Linde plc shares, there will not be any Irish stamp duty. However, Irish stamp duty will become payable in respect of certain share transfers occurring after completion of the business combination. A transfer of Linde plc shares from a seller who holds shares beneficially (*i.e.* through DTC or Clearstream) to a buyer who holds the acquired shares beneficially will not be subject to Irish stamp duty (unless the transfer involves a change in the nominee that is the record holder of the transferred shares). A transfer of Linde plc shares by a seller who holds shares directly (*i.e.* not through DTC or Clearstream) to any buyer, or by a seller who holds the shares beneficially to a buyer who holds the acquired shares directly, may be subject to Irish stamp duty (currently at the rate of 1% of the price paid or the market value of the shares acquired, if higher) payable by the buyer. A shareholder who directly holds shares may transfer those shares into his or her own broker account to be held through DTC/Clearstream (or vice versa) without giving rise to Irish stamp duty provided that the shareholder has confirmed to Linde plc's transfer agent that there is no change in the ultimate beneficial ownership of the shares as a result of the transfer and the transfer is not in contemplation of a sale of the shares.

Because of the potential Irish stamp duty on transfers of Linde plc shares, directly registered Praxair shareholders may face disadvantages if they do not open broker accounts and do not transfer their shares into such accounts as soon as possible, and in any event prior to completion of the business combination. Any person who wishes to acquire Linde plc shares after completion of the business combination may face disadvantages if they do not acquire such shares through DTC, Clearstream or another securities depository.

1.6.5 Changes in tax laws and policy could adversely impact Praxair's, Linde's and the combined group's financial position or results of operations.

Linde plc, Praxair and Linde are subject to the tax rules and regulations in the U.S., Germany, Ireland, the U.K. and other countries in which Linde plc, Praxair and Linde and their affiliates operate. Such tax rules and regulations are subject to change on a prospective or retroactive basis. Under current economic and political conditions, including the referendum in June 2016 in the U.K. in which voters approved an exit from the EU and the ongoing exit process, tax rates and policies in any jurisdiction, including the U.S., the U.K. and EU, are subject to significant change. In particular, since Linde plc is expected to be treated as U.K. tax resident, any potential changes in the tax rules applying to U.K. tax-resident companies would directly affect Linde plc.

When tax rules change, this may result in a higher tax expense and the need to make higher tax payments. In addition, changes in tax legislation may have a significant impact on Linde plc's, Praxair's and Linde's tax receivables and tax liabilities as well as on their deferred tax assets and deferred tax liabilities. Moreover, uncertainty about the tax environment in some regions may restrict Linde plc's, Praxair's or Linde's opportunities to enforce their respective rights under the law. Companies in the combined group will also operate in countries with complex tax regulations which could be interpreted in different ways. Interpretations of these regulations or changes in the tax system might have an adverse impact on the tax liabilities, profitability and business operations of Praxair, Linde or the combined

group. Linde plc, Praxair, Inc. and Linde AG and their respective subsidiaries are subject to periodic audits by the tax authorities in various jurisdictions or other review actions by the relevant financial or tax authorities. The ultimate tax outcome may differ from the amounts recorded in Linde plc's, Praxair's and Linde's financial statements and may materially affect their respective financial results for the period when such determination is made.

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In the current environment, the U.S. Congress, the Organisation for Economic Co-operation and Development and other government agencies in jurisdictions where Linde plc and its affiliates do business have had an extended focus on issues related to the taxation of multinational corporations. One area of focus has been base erosion and profit shifting, including situations where payments are made between affiliates from a jurisdiction with high tax rates to a jurisdiction with lower tax rates. Additionally, changes during the new U.S. presidential administration, including significant tax reform, could significantly change the U.S. federal income tax rules and regulations applicable to Linde plc, Praxair, Linde and their shareholders, including the U.S. federal income tax consequences applicable to the business combination. However, the prospect of tax reform, and the nature of any such reform, remains highly uncertain. Any such changes, among other possible changes in applicable tax rules and regulations, could affect the treatment of Linde plc, Praxair, Linde, or their respective affiliates or shareholders significantly.

1.7 Risks Relating to Linde plc Shares***1.7.1 There has been no prior public market for Linde plc shares, and the market price of Linde plc shares may be volatile.***

Linde plc will list the Linde plc shares on the NYSE and the Frankfurt Stock Exchange. It is not expected, but cannot be entirely excluded that an active public market for Linde plc shares may not develop or be sustained after the completion of the business combination. Linde plc cannot predict the extent to which a trading market will develop or how liquid that market might become.

The market price of Linde plc shares may be volatile. Broad general economic, political, market and industry factors may adversely affect the market price of Linde plc shares, regardless of Linde plc's actual operating performance. Factors that could cause fluctuations in the price of Linde plc shares may include, among other things:

actual or anticipated variations in operating results and the results of competitors;

changes in financial estimates by Linde plc or by any securities analysts that might cover Linde plc shares;

conditions or trends in the industry, including regulatory changes;

announcements by Linde plc or its competitors of significant acquisitions, strategic partnerships or divestitures;

announcements of investigations or regulatory scrutiny of Linde plc's operations or lawsuits filed against it;

additions or departures of key personnel; and

issues or sales of Linde plc shares, including sales of shares by its directors and officers or its strategic investors.

Shareholders of Linde plc may lose parts of or their entire investment, if the market price of Linde plc shares falls due to one or several of the described factors.

1.7.2 Any dividend paid in respect of Linde plc shares is subject to a number of factors, including the distributions of earnings to Linde plc by its subsidiaries, the financial condition and results of operations of the combined group, as well as the distributable reserves of Linde plc.

Although Linde plc currently expects to pay dividends, any dividend paid or changes to dividend policy are within the discretion of the board of directors and will depend upon many factors, including distributions of earnings to Linde plc by its subsidiaries, the financial condition and results of operations of the combined group, legal requirements, including limitations imposed by Irish law, terms of any outstanding shares of preferred stock, restrictions in any debt agreements that limit its ability to pay dividends to shareholders, restrictions in any series of preferred stock and other factors the board of directors deems relevant. As a holding company, Linde plc will conduct substantially all of its operations through its subsidiaries, such entities will generate substantially all of its operating

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income and cash flow, and Linde plc's ability to pay dividends is limited under Irish law to the extent it has distributable reserves. Distributable reserves means the accumulated realized profits less accumulated realized losses. In addition, no distribution or dividend may be made if the net assets of Linde plc are not, or would not be after giving effect to such distribution or dividend, equal to, or in excess of, the aggregate of Linde plc's called-up share capital plus undistributable reserves. Linde plc's ability to pay dividends in the future is affected by a number of factors, principally on its ability to receive sufficient dividends from its subsidiaries. The ability of such entities to make dividend payments to Linde plc depends largely on their financial condition and ability to generate profits. In addition, because Linde plc's subsidiaries are separate and distinct legal entities, they will have no obligation to pay any dividends or to lend or advance to Linde plc funds and may be restricted from doing so by contract, including other financing arrangements, charter provisions, other shareholders or the applicable laws and regulations of the various countries in which they operate. Additionally, claims of the creditors of Linde plc's subsidiaries have priority over any claims that Linde plc may have with respect to the assets of its subsidiaries. Further, the ability of Linde plc to direct dividend payments from Linde AG may be limited during any period prior to Linde AG becoming a wholly-owned indirect subsidiary of Linde plc. Any delay in implementing the post-completion reorganization could adversely impact the payment of dividends from Linde AG to Linde plc.

Linde plc will not have distributable reserves immediately following completion of the business combination. Until such time as Linde plc creates distributable reserves through dividends from its subsidiaries, the creation of distributable reserves of Linde plc (by reducing its share premium) requires the approval of the Irish High Court and, in connection with seeking such court approval, we are seeking the approval of Praxair shareholders on a non-binding advisory basis at the special meeting of shareholders of Praxair, Inc. and approval on a non-binding advisory basis is provided by the Linde shareholders as part of the offer acceptance. Linde plc is not aware of any reason why the Irish High Court would not approve the creation of distributable reserves, however, the issuance of the required order is a matter for the discretion of the Irish High Court. There will also be no guarantee that the non-binding advisory approvals by Praxair shareholders will be obtained. In the event that distributable reserves of Linde plc are not created in this way, distributions by way of dividends, share repurchases or otherwise will generally not be permitted under Irish law until such time as the group has created sufficient distributable reserves in the audited statutory financial statements of Linde plc as a result of its business activities.

1.7.3 The rights and responsibilities of the shareholders of Linde plc will be governed by Irish law and the Linde plc constitution, which will differ in some respects from the rights and responsibilities of shareholders under Delaware or German law and the current organizational documents of Praxair, Inc. and Linde AG.

Following the completion of the business combination, Linde plc's corporate affairs will be governed by the Linde plc constitution and the laws governing companies incorporated in Ireland. The rights of Linde plc shareholders and the responsibilities of members of the Linde plc board of directors under the laws of Ireland will differ from the rights of shareholders and the responsibilities of a company's board of directors under the laws of Delaware and the supervisory board and executive board of a company under German law.

Material differences in the rights of Praxair shareholders prior to the business combination, on the one hand, and the rights of Linde plc shareholders after the business combination, on the other hand, will include, among others, differences with respect to the following:

distributions, dividends, repurchases and redemptions;

dividends in shares / bonus issues;

the election and removal of directors;

the fiduciary and statutory duties of directors;

conflicts of interests of directors;

the indemnification of directors and officers and other limitations on director liability;

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the convening of annual meetings of shareholders and special shareholder meetings;

notice provisions for meetings;

the quorum for shareholder meetings;

the exercise of voting rights;

shareholder suits;

rights of dissenting shareholders;

anti-takeover measures; and

provisions relating to the ability to amend the constitution.

Material differences in the rights of Linde shareholders prior to the business combination, on the one hand, and the rights of Linde plc shareholders after the business combination, on the other hand, will include, among others, the following:

distributions, dividends, repurchases and redemptions;

the election and removal of directors;

the fiduciary and statutory duties of directors;

conflicts of interests of directors;

the indemnification of directors and officers and other limitations on director liability,

the convening of annual meetings of shareholders and special shareholder meetings;

notice provisions for meetings;

the quorum for shareholder meetings;

the exercise of voting rights;

shareholder suits;

rights of dissenting shareholders;

anti-takeover measures; and

provisions relating to the ability to amend the constitution.

1.7.4 Praxair shareholders and Linde shareholders will have a reduced ownership and voting interest after the business combination and will exercise less influence over management of the combined group.

After the completion of the business combination, Praxair shareholders and Linde shareholders will own a smaller percentage of Linde plc than they currently own of Praxair, Inc. and Linde AG, respectively. Upon completion of the business combination, and assuming that all of the issued Linde shares are exchanged in the exchange offer, former Praxair shareholders and Linde shareholders will each own approximately 50% of the outstanding Linde plc shares on a fully diluted basis, i.e., taking into consideration shares still to be issued, immediately after the business combination. Consequently, Praxair shareholders, as a group, will have reduced ownership and voting power in the combined group compared to their current ownership and voting power in Praxair, Inc., and Linde shareholders, as a group, will have reduced ownership and voting power in the combined group compared to their current ownership and voting power in Linde AG and each, as a group, could exercise less influence over the management and policies of the combined group than they currently have over the management and policies of Praxair and Linde, respectively.

Table of Contents***1.7.5 Shareholders of Linde plc could be diluted in the future if Linde plc increases its issued share capital because of the dis-application of statutory preemption rights. In addition, shareholders in certain jurisdictions, including the United States, may not be able to exercise their pre-emption rights even if those rights have not been dis-applied.***

As a matter of Irish law, holders of Linde plc shares will have a pre-emption right with respect to any issuance of Linde plc shares for cash consideration or the granting of rights to subscribe for Linde plc shares for cash consideration, unless such pre-emption right is dis-applied, in whole or in part, either in the Linde plc constitution or by resolution of the shareholders of Linde plc at a general meeting of shareholders or otherwise. It is intended that the Linde plc constitution that will be in effect upon the completion of the business combination will dis-apply the statutory pre-emption rights to the maximum extent permitted by Irish law, *i.e.*, the Linde plc board of directors will be permitted to issue up to all of Linde plc's authorized but unissued share capital on a non pre-emptive basis for cash consideration at any stage during the period of five years after the date of completion of the business combination. Accordingly, the board of directors will have discretion to issue up to all of Linde plc's authorized but unissued share capital for cash consideration without regard to pre-emption rights for a period of five years from the date of completion of the business combination. In addition, even if the dis-application of pre-emption rights contained in the Linde plc constitution expires (and is not renewed by shareholders at general meeting) or is terminated by the shareholders of Linde plc in a general meeting, due to laws and regulations in certain jurisdictions outside Ireland, shareholders in such jurisdictions may not be able to exercise their pre-emption rights unless Linde plc takes action to register or otherwise qualify the rights offering under the laws of that jurisdiction. For example, in the United States, U.S. holders of Linde plc shares may not be able to exercise pre-emption rights unless a registration statement under the Securities Act is declared effective with respect to the Linde plc shares issuable upon exercise of such rights or an exemption from the U.S. registration requirements is available. If shareholders in such jurisdictions are unable to exercise their pre-emption rights, their ownership interest in Linde plc would be diluted. Any future issuance of Linde plc shares or debt instruments convertible into Linde plc shares where pre-emption rights of Linde plc shareholders are not available or are excluded would result in the dilution of existing Linde plc shareholders and reduce the earnings per Linde plc share, which could have a material adverse effect on the price of Linde plc shares.

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2. FORWARD-LOOKING STATEMENTS

Certain statements and assumptions in this document contain or are based on forward-looking information. Forward-looking statements are based on Praxair's, Linde's or Linde plc's beliefs and assumptions on the basis of factors currently known to them. These forward-looking statements include terms and phrases such as: anticipate, expect, continue, should, could, may, plan, project, predict, will, potential, forecast, and similar. Forward-looking statements include statements regarding benefits of the proposed business combination, integration plans and expected synergies and cost reductions, anticipated future growth, financial and operating performance and results. Forward-looking statements involve significant risks and uncertainties that may cause actual results to be materially different from the results predicted or expected. No assurance can be given that these forward-looking statements will prove accurate and correct, or that projected or anticipated future results will be achieved. All forward-looking statements included in this document are based upon information available to Praxair, Linde and Linde plc on the date hereof, and each of Praxair, Linde and Linde plc disclaims and does not undertake any obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

In light of these risks, uncertainties and assumptions, the events described in the forward-looking statements might not occur or might occur to a different extent or at a different time than Praxair, Linde or Linde plc has described. All such factors are difficult to predict and beyond Praxair's, Linde's or Linde plc's control. These factors include:

failure to obtain applicable governmental or regulatory approvals in a timely manner or otherwise, or being required to accept conditions, including divestitures, that could reduce the anticipated benefits of the proposed business combination as a condition to obtaining regulatory approvals;

the ability to implement the business combination and to satisfy applicable closing conditions;

the ability to integrate the operations of Praxair and Linde, the ultimate outcome of the combined group's commercial and operating strategy, including the ultimate ability to realize synergies and cost reductions;

operating costs, customer loss or business disruption being greater than expected in anticipation of, or, if consummated, following, the business combination;

the effects of a combination of Praxair and Linde, including the combined group's future financial position, operating results, strategy and plans;

the combined group's, Praxair's and Linde's ability to maintain effective internal controls;

unanticipated litigation, claims or assessments, as well as the outcome/impact of any current/pending litigation, claims or assessments, including in connection with a potential post-completion reorganization;

potential security violations to the combined group's, Praxair's and Linde's information technology systems;

the investment performance of Praxair's and Linde's pension plan assets, which could require Praxair and Linde to increase their pension contributions;

changes in legislation or governmental regulations affecting the combined group, Praxair and Linde; international, national or local economic, social or political conditions or other factors such as currency exchange rates, inflation rates, recessionary or expansive trends, taxes and regulations and laws that could adversely affect Praxair and Linde or their clients; and

other factors discussed elsewhere in this document.

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Accordingly, investors are strongly advised to read this entire document, including the sections entitled: *Summary*, *1. Risk Factors*, *3. Recent Developments*, *16. Business and Certain Information about Linde plc*, *18. Business and Certain Information About Praxair*, *20. Management's Discussion and Analysis of Financial Condition and Results of Operations of Praxair*, *21. Business and Certain Information about Linde* and *23. Management's Discussion and Analysis of Financial Condition and Results of Operations of Linde*. These sections include more detailed descriptions of factors that might have an impact on the business of the combined group, Praxair and Linde and the market in which they operate.

Table of Contents**3. RECENT DEVELOPMENTS****3.1 Formation of Certain Companies in Preparation of the Business Combination**

Linde plc was formed on April 18, 2017. On May 26, 2017, it formed Zamalight Holdco LLC, a Delaware limited liability company, as a wholly-owned subsidiary. Immediately following its formation Zamalight Holdco formed Merger Sub, a Delaware corporation, as a wholly-owned subsidiary. If the merger is completed, Merger Sub will merge with and into Praxair, Inc., with Praxair, Inc. surviving the merger. On July 26, 2017, Linde plc formed Linde Holding GmbH, a German limited liability company (*GmbH*) domiciled in Germany, which on July 28, 2017, in turn formed Linde Intermediate Holding AG, a German stock corporation (*AG*) domiciled in Germany to facilitate the settlement of the exchange offer and a post-completion reorganization with respect to Linde. These entities have not conducted any material activities other than those incidental to their formation and the matters contemplated by the business combination agreement. Therefore, there have been no other significant changes in the financial condition, results of operations or general course of business of Linde plc and its subsidiaries since the date of Linde plc's incorporation.

3.2 Business Combination Agreement

On June 1, 2017, Linde plc, Praxair, Inc., Linde AG, Zamalight Holdco and Merger Sub entered into a business combination agreement pursuant to which Praxair, Inc. will become an indirect subsidiary of Linde plc through the merger and Linde AG will become an indirect subsidiary of Linde plc shortly after the exchange offer. In connection therewith, on June 1, 2017, Linde plc announced its intention to commence a voluntary public takeover offer in the form of the exchange offer for all Linde shares. On August 10, 2017, Linde plc, Praxair, Inc., Linde AG, Zamalight Holdco and Merger Sub entered into an amendment to the business combination agreement to clarify the treatment of fractional shares and to make other administrative modifications to the business combination agreement.

3.3 Recent Developments Relating to Praxair

Since June 30, 2017 until the date of this document no events with material impact on Praxair's financial condition and results of operations have occurred.

For a description of developments during the six months ended June 30, 2017, see *20. Management's Discussion and Analysis of Financial Condition and Results of Operations of Praxair*.

3.4 Recent Developments Relating to Linde

Since June 30, 2017 until the date of this document no events with material impact on Linde's financial condition and results of operations have occurred.

For a description of developments during the six months ended June 30, 2017, see *23. Management's Discussion and Analysis of Financial Condition and Results of Operations of Linde*.

Table of Contents**4. GENERAL INFORMATION****4.1 Responsibility for the Contents**

Linde plc, a public limited company incorporated under the laws of Ireland and registered with the Irish Companies Registration Office, assumes responsibility for the contents of this **Annex 3** to the Offer Document (which is herein referred to as the **Prospectus**). Notwithstanding the declaration of acceptance of responsibility for the contents of the Offer Document in Section 22 of the main part of the Offer Document, Linde plc declares that the information contained in this Prospectus is, to the best of its knowledge, correct and does not contain any material omissions and that, having taken all reasonable care to ensure that such is the case, the information contained in the Prospectus is, to the best of its knowledge, in accordance with the facts and contains no omission likely to affect its import.

Where a claim relating to the information contained in this Prospectus is brought before a court, the plaintiff investor might, under the national legislation of the member states of the European Economic Area, have to bear the costs of translating the prospectus before the legal proceedings are initiated.

4.2 Subject Matter of the Prospectus

The subject matter of the Prospectus is the public offering of 286,029,098 newly issued registered shares of 0.001 each in the capital of Linde plc to the shareholders of Linde in exchange for their 185,733,180 Linde shares (including 95,109 treasury shares held by Linde AG).

The Linde plc shares will be issued on the basis of the authority contained in the Linde plc constitution (provided that this authority may be renewed in the constitution of Linde plc to be adopted immediately prior to completion of the business combination). The shares are expected to be issued three business days after publication of the results of the additional acceptance period or, if later, the satisfaction of the regulatory condition, which must be satisfied within twelve months following the end of the acceptance period, *i.e.*, by October 24, 2018. The entity offering the Linde plc shares in connection with the offer is Linde plc, having its registered office at Ten Earlsfort Terrace, Dublin 2, D02 T380, Ireland registered in the Irish Register of Companies under number 602527.

4.3 Presentation of Financial Information

This document contains:

certain audited financial information of Linde plc (formerly known as Zamalight plc) as of April 18, 2017 and June 30, 2017 as well as for the period ended June 30, 2017, prepared in accordance with IFRS as adopted by the EU, derived from Linde plc's audited consolidated financial statements that are included herein beginning on page F.1-2;

certain unaudited illustrative condensed combined financial information as of and for the six months ended June 30, 2017, and for the fiscal year ended December 31, 2016, prepared in accordance with U.S. GAAP, included herein in section 13. *Unaudited Illustrative Condensed Combined Financial Information* ;

certain descriptive pro forma information in accordance with item 20.2 paragraph 1 of annex I of Commission Regulation (EC) No 809/2004;

certain audited consolidated financial information of Praxair as of December 31, 2016, 2015 and 2014, and for each of the fiscal years in the three-year period ended December 31, 2016, prepared in accordance with U.S. GAAP, derived from Praxair's audited consolidated financial statements that are included herein beginning on page F.2-30, and certain unaudited condensed consolidated financial information of Praxair as of June 30, 2017 and for the three and six months ended June 30, 2017 and 2016, prepared in accordance with U.S. GAAP, derived from Praxair's unaudited condensed consolidated financial statements that are included herein beginning on page F.2-2; and

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certain audited consolidated financial information of Linde as of December 31, 2016, 2015 and 2014, and for each of the fiscal years in the three-year period ended December 31, 2016, prepared in accordance with IFRS as adopted by the EU, derived from Linde's audited consolidated financial statements that are included herein beginning on page F.3-25, and certain unaudited condensed consolidated financial information of Linde as of June 30, 2017 and for the three and six months ended June 30, 2017 and 2016, prepared in accordance with IFRS as adopted by the EU, derived from Linde's unaudited condensed consolidated financial statements that are included herein beginning on page F.3-2.

The financial information set forth in this document has been rounded for ease of presentation. Accordingly, in certain cases, the sum of the numbers in a column in a table may not conform to the total figure given for that column. Negative amounts are presented in parentheses.

For additional information on the presentation of financial information in this document, see the financial statements of Linde plc beginning on page F.1-1 of this document, the condensed consolidated financial statements of Praxair beginning on page F.2-2 of this document and the consolidated financial statements of Praxair beginning on page F.2-30 of this document, the condensed consolidated financial statements of Linde beginning on page F.3-2 of this document and the consolidated financial statements of Linde beginning on page F.3-25 of this document.

4.4 Sources of Industry and Market Data

Unless otherwise indicated, the information contained in this document on the market environment, market developments, growth rates, market trends and competition in the market in which Linde plc, Praxair and Linde operate is taken from publicly available sources, including third-party sources, or reflects Linde plc's, Praxair's and Linde's estimates that are principally based on information from publicly available sources. Linde plc confirms that the information included in this document that has been sourced from a third party has been accurately reproduced and that, as far as Linde plc is aware and was able to ascertain from such information, no facts have been omitted that would render the reproduced information inaccurate or misleading.

4.5 Currency Presentation

All references in this document to EUR, euro and refer to the legal currency introduced at the start of the third stage of the European Economic and Monetary Union pursuant to the Treaty on the Functioning of the European Union, as amended, and all references to U.S. dollars, U.S.\$ and \$ refer to the legal currency of the United States of America.

4.6 Exchange Rates

The table below shows the low, high, average and period end noon buying rates in The City of New York for cable transfers in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York for U.S.\$ per 1.00. The average is computed using the noon buying rate on the last business day of each month (for which data was presented) during the period indicated.

Low	Exchange Rates		Period End
	High	Average	
(U.S. dollars per euro)			

Period				
2016	1.0375	1.1516	1.1029	1.0552
2015	1.0524	1.2015	1.1032	1.0859
2014	1.2101	1.3927	1.3210	1.2101
2013	1.2774	1.3816	1.3303	1.3779
2012	1.2062	1.3463	1.2909	1.3186

The table below shows the high and low noon buying rates in The City of New York for cable transfers in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York for U.S.\$ per 1.00 for each month during the six months prior to the date of this document.

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Period	Exchange Rates			Period End
	Low	High	Average	
August 1, 2017 – August 4, 2017	1.1754	1.1880	1.1824	1.1754
July 2017	1.1336	1.1826	1.1530	1.1826
June 2017	1.1124	1.1420	1.1233	1.1411
May 2017	1.0869	1.1236	1.1050	1.1236
April 2017	1.0606	1.0941	1.0714	1.0895
March 2017	1.0514	1.0882	1.0691	1.0698
February 2017	1.0551	1.0802	1.0650	1.0618

On August 4, 2017, the exchange rate for U.S. dollars was 1.00 = USD 1.1754.

The rates presented above may differ from the actual rates used in the preparation of Linde plc's and Linde's financial statements and other financial information appearing in this document. The inclusion of such rates is not meant to suggest that the U.S. dollar amounts actually represent euro amounts or that such amounts could have been converted to U.S. dollars at any particular rate, if at all.

4.7 General and Specific Information About the Linde plc Shares

4.7.1 Voting Rights

The shares into which Praxair shares will be converted in the merger and which will be exchanged for Linde shares in the exchange offer are Linde plc shares, nominal value 0.001 per share. The holders of Linde plc shares are entitled to one vote for each share upon all matters presented to the Linde plc shareholders. Subject to any preferences granted to other classes of Linde plc securities that may be outstanding in the future (including any preferred shares), there are no voting right restrictions or preferences with respect to shareholders of Linde plc. For a more detailed discussion, see 25. *Description of Linde plc Shares* and 26. *Comparison of Shareholder Rights Before and After the Business Combination*.

4.7.2 Dividend and Liquidation Rights

The Linde plc shares to be issued to Praxair shareholders in replacement of their Praxair shares that will be cancelled in the merger, and which will be issued to Linde shareholders in exchange for their Linde shares in the exchange offer, will carry full dividend rights following their issuance. The holders of Linde plc shares are entitled to receive such dividends as the Linde plc board of directors from time to time may declare out of funds legally available. Entitlement to dividends is subject to the preferences granted to other classes of securities Linde plc may have outstanding in the future, including any preferred shares, and may be restricted by the terms of Linde plc's future debt instruments. In the event of liquidation of Linde plc, holders of Linde plc shares are entitled to share in any assets of Linde plc remaining after satisfaction in full of its liabilities and satisfaction of such dividend and liquidation preferences of holders of other classes of securities of Linde plc, including any preferred shares. Linde plc may not issue any fractions of shares upon any occasion of the declaration, issuance and distribution of a dividend payable in shares; all such fractions to which any shareholder might otherwise be entitled in connection with any such declaration, issuance, distribution or exchange will be eliminated and disposed of by such method, authorized, permitted or not prohibited by law, as may be determined by the Linde plc board of directors. For a more detailed discussion, see 8. *Dividends and Dividend*

Policy and 25. Description of Linde plc Shares.

4.7.3 Form and Certification; Transfer Agent and Registrar

Linde plc shares are uncertificated registered shares. On the basis of a resolution of the board of directors of Linde plc to issue the Linde plc shares, these shares will be created in book-entry form by the transfer agent and registrar of Linde plc. The Linde plc shares will be deposited upon issuance in a securities account on behalf of The Depository Trust Company, a limited purpose trust company in New York, New York (which is herein referred to as **DTC**), and registered in the name of DTC's nominee, Cede & Co., whereby DTC's nominee will become the legal owner of the Linde plc shares. With respect to the Linde plc shares issued as exchange offer consideration for the tendered Linde shares, DTC will credit Clearstream's DTC participant account with such shares and Clearstream will

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in turn credit interests in such shares to the account of the settlement agent at Clearstream in favor of the former Linde shareholders. The settlement agent will arrange for the transfer of interests in the Linde plc shares through Clearstream to the custodian banks.

DTC will act as third party depository for Clearstream and will hold such shares on behalf of the Linde shareholders through a custodial chain between DTC, Clearstream and the custodian banks.

4.7.4 *Currency of the Issuance*

The Linde plc shares are denominated in euro.

4.7.5 *ISIN/WKN/Ticker Symbol*

The International Securities Identification Number, the German Securities Code, and the Ticker Symbol of the Linde plc shares will be as follows:

International Securities Identification Number (ISIN)	IE00BZ12WP82
German Securities Code (Wertpapierkennnummer) (WKN)	A2D SYC
Ticker Symbol	LIN

4.7.6 *Existing Quotation*

Linde plc shares are not currently listed or traded on any exchange.

4.7.7 *Share Transfer Restrictions*

Prior to completion of the business combination and subject to applicable law, no shareholder shall transfer its shares to any person, other than another Linde plc shareholder or shareholders, unless they have obtained the prior written approval of all other Linde plc shareholders. The board has the right to decline to register or suspend registration of a transfer of Linde plc shares. Upon completion of the business combination, Linde plc shares shall be freely transferrable, subject to the board's right to refuse to register a transfer in the following circumstances:

the instrument of transfer is not duly stamped, if required, and lodged, accompanied by the certificate (if any) for the shares to which it relates and such other evidence as the Linde plc board of directors may reasonably require to show the right of the transferor to make the transfer;

the instrument of transfer is in respect of more than one class of share;

the instrument of transfer is in favor of more than four persons jointly;

the Linde plc board of directors is not satisfied that all applicable consents, authorizations, permissions or approvals of any governmental body or agency in Ireland or any other applicable jurisdiction required to be obtained under relevant law prior to such transfer have been obtained; or

the Linde plc board of directors is not satisfied that the transfer would not violate the terms of any agreement to which Linde plc (or any of its subsidiaries) and the transferor are party or subject.

4.8 Stock Exchange Listings

Prior to the time of delivery of the Linde plc shares pursuant to the exchange offer and the merger, Linde plc will apply to admit its shares to listing and trading on the NYSE (trading in U.S. dollars), subject to official notice of issuance, and will apply to admit its shares to listing and trading on the regulated market (*regulierter Markt*) of the Frankfurt Stock Exchange and the sub-segment thereof with additional post-admission obligations (*Prime Standard*) (trading in euros).

All conditions to the exchange offer must be satisfied on or prior to the expiration of the acceptance period on October 24, 2017, 24:00 hours, Central European Time (or waived until one working day prior to the end of the acceptance period), except for the regulatory condition. The regulatory condition must be satisfied within twelve months following the end of the acceptance

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period, *i.e.*, by October 24, 2018. If all conditions have been satisfied by the end of the additional acceptance period to the exchange offer, the exchange offer will be consummated without undue delay thereafter and Linde plc shares are expected to commence trading on the NYSE and the Frankfurt Stock Exchange on or shortly after that date. If the regulatory condition is not satisfied by the end of the additional acceptance period to the exchange offer (or waived until one working day prior to the end of the acceptance period), completion of the business combination will be delayed until satisfaction of the regulatory condition; admission to, and commencement of, trading will be delayed accordingly.

The listing of the Linde plc shares on the regulated market of the Frankfurt Stock Exchange and the sub-segment thereof with additional post-admission obligations (*Prime Standard*) is subject to the admission of the Linde plc shares on the basis of an additional admission prospectus to be approved by the CBI as competent authority of Linde plc's home member state (or to the extent that the CBI transfers the function of approving the prospectus in accordance with Regulation 40 of the Irish Prospectus (Directive 2003/71/EC) Regulations 2005, BaFin as competent authority of Linde plc's host member state) or a document containing information which is regarded by the competent authority as being equivalent to that of a prospectus.

4.9 Certain Defined Terms

In this document, unless the context otherwise requires:

ADR refers to an American Depositary Receipt evidencing an American Depositary Share which represents the beneficial interest in one tenth of a Linde share deposited with Deutsche Bank Shareholder Services;

BaFin refers to the German Federal Financial Supervisory Authority (Bundesanstalt für Finanzdienstleistungsaufsicht);

business combination refers to the merger and the exchange offer, together;

business combination agreement refers to the business combination agreement, dated as of June 1, 2017, as amended by Amendment No. 1, dated as of August 10, 2017, by and among Praxair, Inc., Linde AG, Linde plc, Zamalight Holdco and Merger Sub, as the same may be amended from time to time;

business day refers to any day other than a Saturday, Sunday or other day on which banks in Frankfurt am Main, Germany, or New York, New York, are generally closed, except when the context requires otherwise;

CBI refers to the Central Bank of Ireland;

Central European time refers to the local time in Frankfurt am Main, Germany (Central European Summer Time or Central European Time, as applicable);

combined group refers to Linde plc, together with its subsidiaries, following completion of the business combination;

Eastern Time refers to the local time in New York, New York, United States (Eastern Daylight Time or Eastern Standard Time, as applicable);

Engineering Division refers to Linde's engineering division;

EU refers to the European Union;

EUR, or euro refers to the euro, the legal currency introduced at the start of the third stage of the European Economic and Monetary Union pursuant to the Treaty on the Functioning of the European Union, as amended;

Exchange Act&